

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

★ JUL 17 2019 ★

BROOKLYN OFFICE

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

**GARRETT O'ROURKE AND
MICHAEL J. BLACK,**

Defendants.

CV 19

4137

**MATSUMOTO, J.
KUO, M.J.**

19-CV-__ ()

**PLAINTIFF'S APPLICATION FOR AN ORDER TO SHOW CAUSE,
TEMPORARY RESTRAINING ORDER, ORDER FREEZING ASSETS, AND ORDER
GRANTING OTHER RELIEF**

Pursuant to Section 20(b) and 20(d)(1) of the Securities Act of 1933 [15 U.S.C. §77t(b) and (d)(1)], Section 21(d) of the Securities Exchange Act of 1934 [15 U.S.C. §78u(d)], and Federal Rule of Civil Procedure 65(b), plaintiff Securities and Exchange Commission (the "Commission") moves this Court to: (i) issue a temporary restraining order freezing the assets in the Defendants' brokerage and bank account(s); (ii) temporarily restrain the Defendants from violations of the federal securities laws; (iii) order the Defendants to repatriate assets; (iv) order an accounting of the Defendants' assets; (v) prohibit the Defendants from destroying, altering, or concealing records of any kind; (vi) order the Defendants to show cause, if any, why the requested preliminary injunctions should not be entered; and (vii) authorize service of these papers and any resulting Order by email and/or overnight delivery to the Defendants and their broker(s) and bank(s). The relief is necessary to preserve the status quo pending a more fulsome hearing regarding the motion and the improper conduct.

In support of this motion, the Commission incorporates by reference the complaint, the memorandum of law in support of this motion, the Declaration of Trevor Donelan dated July 17, 2019 (with attached exhibits), and the Declaration of Eric Forni dated July 17, 2019.

Pursuant to Rule 65(b), counsel for the Commission has certified in his attached declaration that no efforts have been made to give notice to the Defendants. Providing notice to the Defendants would alert them to the Commission's claims against them and provide an opportunity for the Defendants to transfer their ill-gotten gains out of the United States or otherwise dissipate their assets.

For all the reasons set forth in the supporting memorandum of law and the other documents cited above, the Commission respectfully requests that the Court grant this motion.

DATED this 17th day of July, 2019.

Respectfully submitted,



Sandeep Satwalekar
Eric A. Forni*
Kathleen Burdette Shields*

U.S. Securities and Exchange Commission
New York Regional Office
200 Vesey Street, Suite 400
New York, NY 10281
(212) 336-0161 (Satwalekar)
Satwalekars@sec.gov

*Not admitted in the E.D.N.Y.

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

FILED
IN CLERK'S OFFICE
U.S. DISTRICT COURT E.D.N.Y.
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SECURITIES AND EXCHANGE
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v.

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Defendants.

BROOKLYN OFFICE
Civil Action No. 19-CV-____ ()

CV 19 4137
MATSUMOTO, J.
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DECLARATION OF TREVOR T. DONELAN

I, Trevor T. Donelan, pursuant to 28 U.S.C. §1746, hereby declare as follows:

1. Since September 2014, I have been employed as an Enforcement Accountant with the U.S. Securities and Exchange Commission ("the Commission") in its Boston Regional Office. My duties include conducting investigations relating to potential violations of the federal securities laws.

2. I received a Bachelor of Science degree in business administration, with a concentration in accounting, from the University of Richmond in Virginia in 2000. Before joining the Commission, I was most recently a managing director in the forensic accounting and complex business litigation unit at StoneTurn Group, LLP ("StoneTurn"), in Boston, where I worked for over seven years. Before joining StoneTurn, I held forensic accounting and auditor positions for a total of approximately seven years with Deloitte Financial Advisory Services LLP, and Arthur Andersen LLP, both in Boston.

3. I am a Certified Public Accountant in the Commonwealth of Massachusetts, and a Certified Fraud Examiner by the Association of Certified Fraud Examiners. I am also Certified in Financial Forensics by the American Institute of Certified Public Accountants.

4. I make this Declaration based upon my personal knowledge and upon information and belief as set forth below, and in support of the Commission's Application for an Order to Show Cause, Temporary Restraining Order, Order Freezing Assets, and Order Granting Other Relief.

5. On or about February 9, 2017, I became actively involved in the Commission's investigation into possible violations of the federal securities laws from which the instant case derived.

6. In the course of that investigation, I reviewed documents and data produced to the Commission and attended witness interviews and testimony. The purpose of this declaration is to relay certain information that the Commission has gathered about the defendants through interviews and testimony of certain witnesses and the review and analysis of certain documents.

7. The principal sources of documentation produced to the Commission that I have relied upon for this declaration include, but are not limited to:

- a. Transfer agent records concerning EnviroTechnologies International, Inc. ("EnviroTechnologies");
- b. Trading data collected by the Commission for EnviroTechnologies, AV1 Group, Inc., Cyberfort Software, Inc., and other companies (referred to as "Blue Sheet Data");
- c. Brokerage records for accounts in the name of Garrett O'Rourke ("O'Rourke") and Neoventive LLC, which were produced to the Commission by TD Ameritrade, Scottrade, and Alpine Securities;

- d. Bank records for accounts in the names of Tactical Holding Corp., DRG America, Inc., Lion Media Corp., Neoventive LLC, Arc Development Group LLC, Sencha Corporation, and Signal Wave LLC, which were produced to the Commission by JP Morgan, Fifth Third Bank, Citibank, Bank of America and Wells Fargo Bank.

8. I have been asked by counsel for the Commission to summarize certain transactions involving O'Rourke, Michael J. Black ("Black"), and entities under their control or with which they are affiliated, including trading activity and monetary transfers.

- a. Attached hereto as Exhibit A is signature card for a Tactical Holding Corp. bank account, which identifies O'Rourke as the owner of Tactical Holding Corp.
- b. Attached hereto as Exhibit B is an account application for a DRG America bank account at Citibank, which identifies O'Rourke as the general manager of DRG America, Inc.
- c. Attached hereto as Exhibit C is a signature card for a Lion Media Corp. account at Chase Bank, which identifies O'Rourke as the President of Lion Media Corp.
- d. Attached hereto as Exhibit D is an account application for a Neoventive LLC account at Wells Fargo Bank, which identifies Black as the owner of Neoventive LLC.
- e. Attached hereto as Exhibit E is an account application for Arc Development Group Inc., which identifies Black as the owner of Arc Development Group, LLC.

- f. Attached hereto as Exhibit F are documents from Sencha Corporations' account opening at TD Bank, which identifies Black as the President and Sole Director of Sencha Corporation.
- g. Attached hereto as Exhibit G are documents from Signal Wave LLC's account opening at Bank of America, which identifies Black as the manager of Signal Wave LLC and the sole signatory on that account.

9. Based on my review of information obtained by the Commission in the course of its investigation, I believe that:

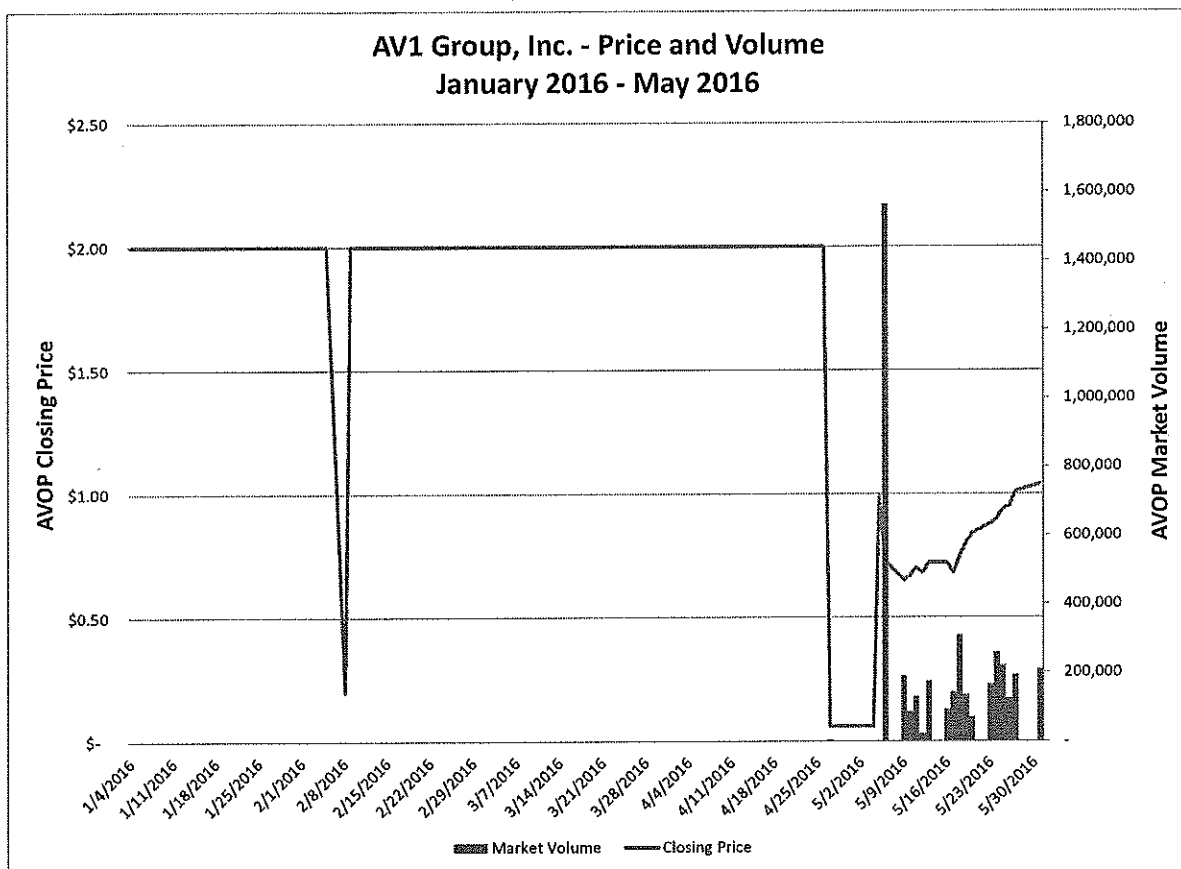
- a. O'Rourke has a foreign bank account held in the Philippines and an account with an entity that holds itself out as a virtual bank, based in Singapore; and
- b. O'Rourke has recently traveled abroad, including to the Philippines.

AV1 Group, Inc. ("AV1 Group")

10. I have reviewed summaries of recorded telephone calls obtained by the Commission staff, which calls reflect the following:

- a. An individual identifying himself as "Jonathan" or "Jonathan Banks" engaged in telephone conversations with an individual identified in the complaint as Investor No. 1. During those calls, "Jonathan" encouraged Investor No. 1 to invest in securities including AV1 Group and that the company was going to do an initial public offering ("IPO"), that the IPO would be priced at \$1 per share, and that he was looking out for Investor No. 1's best interest.
- b. Investor No. 1 is 75 years old.

11. Reflected below is a chart summarizing market price and volume for AV1 Group for January – May 2016:



a. Attached below is a table summarizing the trading by Investor No. 1 and his spouse in the securities of AVI Group.

Date	Trader	Quantity - Purchased (Sold)	Proceeds (Cost)
5/6/2016	INVESTOR 1	30,000	\$ (15,000)
5/6/2016	INVESTOR 1 SPOUSE	16,000	\$ (8,000)
5/13/2016	INVESTOR 1 SPOUSE	33,000	\$ (23,100)
5/23/2016	INVESTOR 1	200	\$ (166)
5/23/2016	INVESTOR 1 SPOUSE	10,000	\$ (8,000)
5/25/2016	INVESTOR 1 SPOUSE	3,300	\$ (3,069)
6/3/2016	INVESTOR 1 SPOUSE	2,000	\$ (2,159)
6/6/2016	INVESTOR 1	1,399	\$ (1,525)
6/15/2016	INVESTOR 1 SPOUSE	14,700	\$ (18,522)
6/16/2016	INVESTOR 1 SPOUSE	5,000	\$ (6,450)
6/22/2016	INVESTOR 1	2,900	\$ (3,683)
6/23/2016	INVESTOR 1	100	\$ (142)
6/24/2016	INVESTOR 1	160	\$ (197)
6/28/2016	INVESTOR 1	17,500	\$ (13,825)
10/24/2016	INVESTOR 1 SPOUSE	317	\$ (63)
Grand Total		136,576	\$ (103,901)

12. I am aware of a summary of a witness interview in which the witness advised, in substance, that O'Rourke used the alias "Jonathan Banks" to solicit investments.

13. I have reviewed Blue Sheet Data concerning AV1 Group. Exhibit H attached hereto reflects a summary I have prepared of trading in AV1 Group by an account held in the name of O'Rourke during May and June 2016.

14. I have reviewed brokerage records for accounts held by Neoventive LLC. Exhibit I attached hereto reflects a summary I have prepared to summarize trading in AV1 Group stock in 2016 by the Neoventive LLC accounts and transfers of money from Neoventive LLC to a bank account controlled by O'Rourke in 2016.

15. I have reviewed Blue Sheet Records showing trading in AV1 Group securities. Exhibit J attached hereto is a table showing Black's sales of AV1 Group securities from May 2016 to June 2017.

16. I have reviewed at least one recorded meeting that includes Black and information summarizing coordinated trades involving Black in which he and an undercover

FBI agent discussed, in substance, engaging in coordinated trades in the securities of AV1 Group, Inc.

17. I have reviewed Blue Sheet Records for an account held by Neoventive LLC. The table below reflects examples of trades that Black coordinated with an undercover FBI agent. The details of these trades are also shown within Exhibit J.

Date	Quantity
December 9, 2016	20,000 shares
December 16, 2016	25,000 shares
December 19, 2016	25,000 shares
December 20, 2016	25,000 shares
January 10, 2017	22,500 shares

18. I am aware of a summary of a witness interview in which an undercover FBI agent reports receiving kickback payments from an associate of Black in exchange for the undercover FBI agent's purchases of AV1 Group. I also listened to a recording of a meeting between an undercover FBI agent and Black about later cross-trades between the agent and Black in February 2017.

ENVIROTECHNOLOGIES

19. I have reviewed public filings concerning EnviroTechnologies, which reflect the following:

- a. From at least December 2010 until July 2016, Black served as the President and sole director of EnviroTechnologies; and
- b. Between at least 2016 and 2019, Black prepared EnviroTechnologies' financial statements and annual reports, which he then posted on OTC Markets' website.

20. On or about April 12, 2017, EnviroTechnologies filed publicly an annual report for the year ended December 31, 2016. Black prepared the report.

EnviroTechnologies disclosed certain control persons, but did not disclose Black or O'Rourke, or the companies through which they held stock, including Companies A through D. Through Companies A through D, the Defendants controlled more than 5% of EnviroTechnologies' issued stock.

21. I have reviewed emails and other documents concerning EnviroTechnologies which reflect the following:

- a. On various dates during at least 2016 to 2018, Black coordinated payments of EnviroTechnologies' OTC Markets' semi-annual fees; and
- b. In or about July 2016, Black executed a consulting agreement with EnviroTechnologies in exchange for 7,000,000 shares of common stock.

According to the terms of the consulting agreement executed between EnviroTechnologies and Black, Black agreed to:

assist the Company in filing all required and necessary corporate documents with FINRA; providing strategic financial assistance; introducing the Company to third parties, including independent companies, governmental contacts, and/or third party individuals interested in purchasing its products or forming a business relationship with the Company; assisting in defining marketing and business strategies for the Company; and assisting the Company in any other project the Company and Consultant [Black] agree upon relative to other Company channels and business

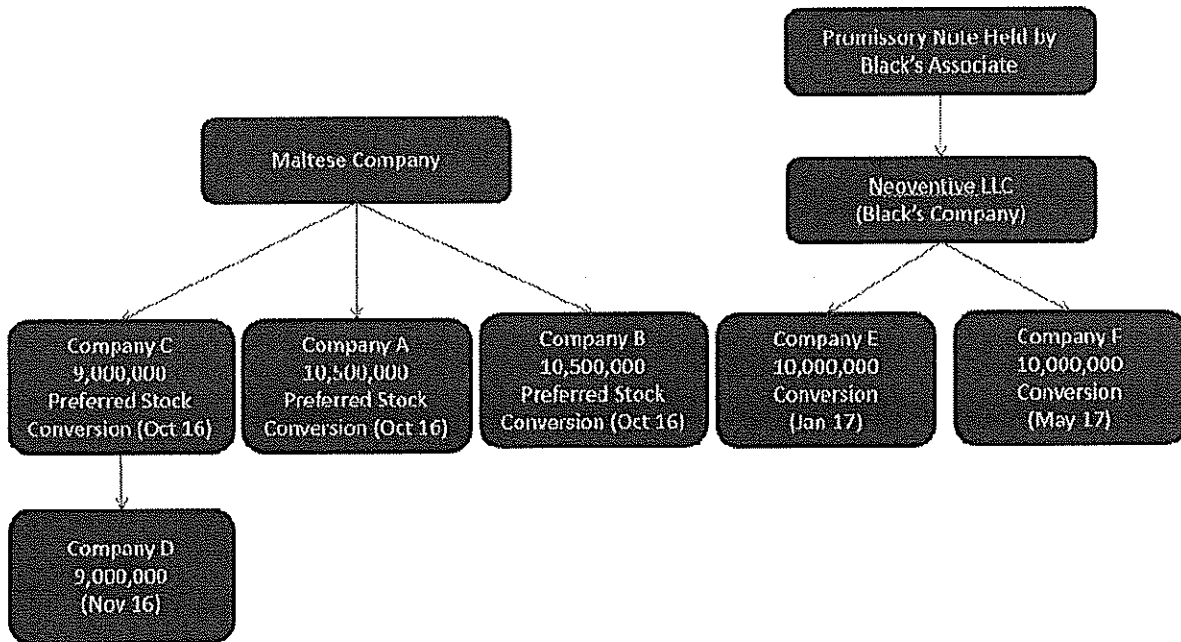
22. I have reviewed transfer agent records and other documents concerning EnviroTechnologies, which reflect the following:

- a. On or about March 10, 2014, EnviroTechnologies transferred 200,000 shares of Series A preferred stock to a Malta-based company;
- b. On or about September 23, 2016, that Malta-based company transferred 200,000 shares of Series A preferred stock to three entities as follows:
 - i. Company A received 70,000 Series A preferred shares;

- ii. Company B received 70,000 Series A preferred shares; and
 - iii. Company C received 60,000 Series A preferred shares.
- c. In or about October 2016, Company A, Company B and Company C collectively converted their Series A preferred shares into a total of 30,000,000 shares of common stock;
- d. Black provided the conversion transaction documents and instructions to EnviroTechnologies' transfer agent;
- e. On or about October 11, 2016, Black sent an email to the transfer agent instructing it to "have the [Company A] and [Company B] certificates sent to" the same address in Canada, and "[Company C] certificate" sent to a foreign asset manager based in Switzerland;
- f. On or about November 17, 2016, Company C transferred its 9 million shares of EnviroTechnologies common stock to Company D;
- g. On or about November 1, 2016, Neoventive LLC acquired a promissory note, which was convertible into shares of EnviroTechnologies stock;
- h. On or about January 20, 2017, Neoventive LLC partially assigned the promissory note to a foreign company called Company E;
- i. On or about January 20, 2017, Company E exercised its conversion rights to obtain 10,000,000 shares of EnviroTechnologies stock;
- j. On or about April 18, 2017, Neoventive LLC partially assigned the promissory note to a foreign company called Company F;
- k. On or about April 24, 2017, Company F exercised its conversion rights to obtain 10,000,000 shares of EnviroTechnologies stock; and

1. As of May 2, 2017, EnviroTechnologies had 50 million unrestricted shares outstanding.

23. The chart below reflects the share transfers that I have summarized in Paragraph 22.



24. I am not aware of records evidencing that Companies A, B, C, D, E and F were entities whose corporate records referenced ownership by Defendants.

25. I have reviewed summaries of telephone conversations involving an individual who identified himself as "Jonathan" and/or "Jonathan Chase" and individuals referred to in the Complaint as Investor Nos. 2 and 3. During those calls, "Jonathan" encouraged Investor Nos. 2 and 3 to invest in securities including EnviroTechnologies.

26. Investor No. 2 is 76 years old. Investor No. 3 is 73 years old.

27. I am aware of a summary of a witness interview in which the witness advised, in substance, that O'Rourke used the alias "Jonathan Chase" to solicit investments.

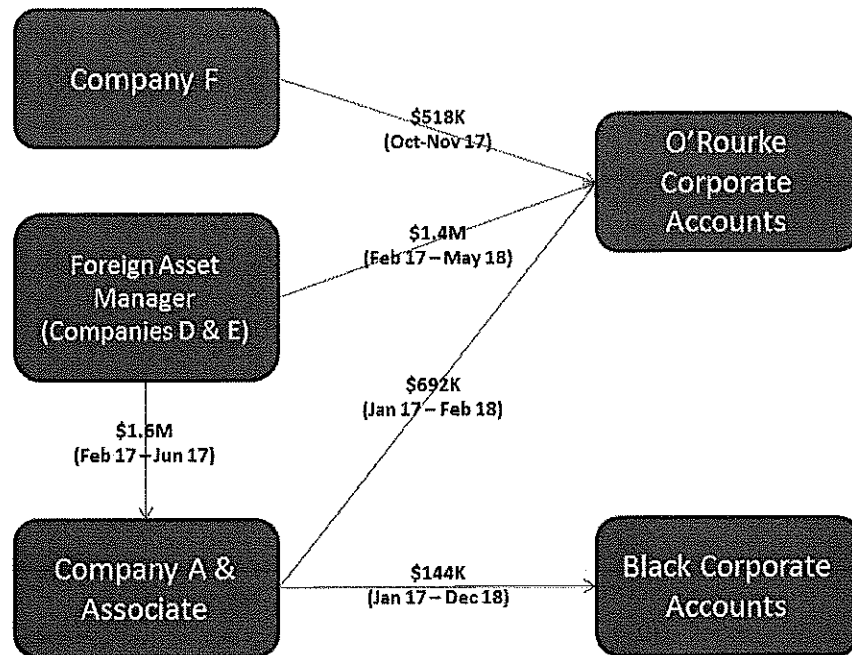
28. I am aware that telephone records collected by the Commission during its investigation indicate that Person A's telephone line received telephone calls from a prepaid telephone line (the "Prepaid Line") that O'Rourke used to call Investor Nos. 2 and 3. Further, the pattern of calls between Person A's line and the Prepaid Line and a telephone line listed by O'Rourke in his personal bank and brokerage account opening documents (the "O'Rourke Line") suggests that O'Rourke used the Prepaid Line. On October 19, 2017, the O'Rourke Line called Person A's line 2 minutes after the Prepaid Line called Person A's line but was connected to its voicemail. Similarly, on February 26, 2018, Person A's line called the O'Rourke Line within sixty seconds of calling the Prepaid Line and being connected to its voicemail.

29. I have reviewed trading records and other documents concerning EnviroTechnologies, which reflect the following trading by the Foreign Asset managers:

	Foreign Asset Manager (Canada)		Foreign Asset Manager (Switzerland)		TOTAL	
	Quantity Sold	Proceeds	Quantity Sold	Proceeds	Quantity Sold	Proceeds
February 2017 - June 2017	2,903,522	\$ 3,393,472	966,385	\$ 295,050	3,869,907	\$ 3,688,522
July 2017 - May 2018*	7,388,496	\$ 787,656	1,456,904	\$ 91,319	8,845,400	\$ 878,975
TOTAL	10,292,018	\$ 4,181,127	2,423,289	\$ 386,369	12,715,307	\$ 4,567,497

* - Share count adjusted to exclude impact of 1-for-8 reverse split which was effective August 25, 2017

30. I have reviewed records obtained by the Commission staff in the course of the investigation concerning EnviroTechnologies, which reflect the following transfers of money:



31. I have reviewed Commission filings and I have not identified an effective registration statement applicable to the sales of EnviroTechnologies stock summarized in Paragraph 28, above.

32. I have reviewed public records and records obtained by the Commission staff in the course of its investigation, which demonstrate that

- a. EnviroTechnologies had approximately 202 million shares of stock issued as of March 31 2017;
- b. The sale of stock by Company D and Company E, from approximately February 7, 2017 to March 22, 2017 was 2.04 million shares, or more than 1% of EnviroTechnologies' issued stock.
- c. The 50 million shares held by Companies A, B, D, E, and F represented more than 94% of EnviroTechnologies' purportedly unrestricted stock as of May 2017, and were approximately 22% percent of EnviroTechnologies'

issued and outstanding shares (this calculation includes the company's restricted shares).

33. Attached below are tables summarizing the trading by Investor Nos. 2 and 3 in the securities of EnviroTechnologies stock:

Date ▼	Trader ▼	Quantity - Purchased (Sold)	Proceeds (Cost)
4/23/2018	INVESTOR 2	15,000	\$ (15,496.60)
4/24/2018	INVESTOR 2	25,000	\$ (27,500.00)
4/26/2018	INVESTOR 2	5,500	\$ (6,270.00)
7/2/2018	INVESTOR 2	(45,500)	\$ 5,992.50
Grand Total		-	\$ (43,274.10)
Date ▼	Trader ▼	Quantity - Purchased (Sold)	Proceeds (Cost)
4/11/2018	INVESTOR 3	5,700	\$ (4,730.50)
4/16/2018	INVESTOR 3	10,000	\$ (9,300.00)
4/18/2018	INVESTOR 3	5,000	\$ (4,900.00)
4/23/2018	INVESTOR 3	10,000	\$ (10,400.00)
4/25/2018	INVESTOR 3	26,343	\$ (28,994.73)
4/26/2018	INVESTOR 3	54,975	\$ (62,026.00)
5/7/2018	INVESTOR 3	(25,000)	\$ 4,300.00
5/9/2018	INVESTOR 3	(30,743)	\$ 4,692.79
5/16/2018	INVESTOR 3	2,200	\$ (638.00)
10/1/2018	INVESTOR 3	(10,000)	\$ 950.00
10/9/2018	INVESTOR 3	(2,200)	\$ 240.90
4/12/2019	INVESTOR 3	(10,000)	\$ 1,600.00
Grand Total		36,275	\$ (109,205.54)

CYBERFORT SOFTWARE INC. ("CYBERFORT")

34. I have reviewed summaries of recorded telephone calls obtained by the Commission staff, which calls reflect the following:

- a. In between April 2018 and July 2018, an individual identifying himself as "Jonathan" engaged in telephone conversations with individuals identified in the complaint as Investor Nos. 2, 3, and 4.
- b. During those calls, "Jonathan" encouraged Investor Nos. 2, 3, and 4 to invest in securities including Cyberfort Software, Inc. ("Cyberfort").

- c. Attached below are tables summarizing the trading by Investor Nos. 2, 3, and 4 in the securities of Cyberfort.

Date ▼	Trader ▼	Quantity - Purchased (Sold)	Proceeds (Cost)
7/2/2018	INVESTOR 2	16,500	\$ (26,095.00)
7/6/2018	INVESTOR 2	8,200	\$ (13,304.00)
7/10/2018	INVESTOR 2	11,500	\$ (18,745.00)
7/11/2018	INVESTOR 2	9,000	\$ (14,850.00)
7/13/2018	INVESTOR 2	4,800	\$ (7,835.76)
7/25/2018	INVESTOR 2	14,200	\$ (24,836.72)
7/31/2018	INVESTOR 2	5,800	\$ (10,556.00)
8/31/2018	INVESTOR 2	(70,000)	\$ 4,921.75
Grand Total		-	\$ (111,300.73)

Date ▼	Trader ▼	Quantity - Purchased (Sold)	Proceeds (Cost)
8/8/2018	INVESTOR 3	110	\$ (211.20)
Grand Total		110	\$ (211.20)

Date ▼	Trader ▼	Quantity - Purchased (Sold)	Proceeds (Cost)
6/29/2018	INVESTOR 4	10,000	\$ (15,500.00)
7/13/2018	INVESTOR 4	5,000	\$ (8,160.00)
7/25/2018	INVESTOR 4	5,000	\$ (8,800.00)
7/27/2018	INVESTOR 4	10,000	\$ (17,908.00)
8/10/2018	INVESTOR 4	9,500	\$ (18,620.00)
8/29/2018	INVESTOR 4	(39,500)	\$ 5,607.18
Grand Total		-	\$ (63,380.82)

ACTIVITIES RELATING TO OTHER SECURITIES

35. I am aware of a summary of a witness interview stating that O'Rourke and his associates engaged in calls with potential investors during which he encouraged them to purchase securities, including the securities of Link Reservations Inc. (ticker LRSV).

36. I am aware of records indicating that after O'Rourke and his associates encouraged investors to purchase Link Reservations securities, he received approximately \$757,000 in proceeds of the sales of Link Reservations securities that defendants orchestrated through the Foreign Asset Manager.

37. I have reviewed O'Rourke's corporate bank accounts and identified approximately \$5.7 million that I believe to be coming directly or indirectly from the sale of stock, including from foreign-based asset managers, the operator of Company A, or Black, between approximately January 20, 2016 and November 19, 2018.

38. I have reviewed Black's corporate bank accounts and identified approximately \$9.2 million that I believe to be coming directly or indirectly from the sale of stock, including from, U.S. brokerage firms, foreign-based asset managers and the operator of Company A, between approximately July 29, 2014 and January 22, 2019.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on July 17, 2019, in New York, New York.


Trevor T. Donelan

SIGNATURE CARD



5/3 BANK, SOUTH FL

(HEREAFTER REFERRED TO AS "BANK")

FIFTH THIRD BANK

Name (Primary Owner) TACTICAL HOLDING CORP		Account No. 4515	
Street Address 581 NW 35TH LANE		Type BUS BASICS CKG	
City and State BOCA RATON FL		Zip 33431	
Home Phone 561-213-7342	Date of Birth	Mother's Maiden Name	
Employer TACTICAL HOLDING		Work Phone 561-213-7342	
Taxpayer Identification Number 27-2215715		<input checked="" type="checkbox"/> NEW <input type="checkbox"/> ADD <input type="checkbox"/> REPL	
Ownership* <input checked="" type="checkbox"/> CORPORATE	Opened by ERIC YAZDI	BC No. 02885	Date 07/26/2010
*Joint accounts shall be owned as joint tenants with rights of survivorship, not as tenancy by the entireties			
<input checked="" type="checkbox"/> Corporation for Profit <input type="checkbox"/> Non Resident Alien* <input type="checkbox"/> LLC <input type="checkbox"/> Government <input type="checkbox"/> Non Profit (501(c)(3)) <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Partnership for Profit <input type="checkbox"/> LLP <input type="checkbox"/> Trust <input type="checkbox"/> Other			
*Each Non Resident Alien must complete a W-8 Form.			
THE UNDERSIGNED AGREES TO THE TERMS AND CONDITIONS AT THE RIGHT.			

TERMS AND CONDITIONS

- The terms and conditions stated herein, together with resolutions or authorizations which accompany this signature card, if applicable, and the Rules, Regulations, Agreements, and Disclosures of Bank constitute the Deposit Agreement ("Agreement") between the individual(s) or entity(ies) named hereon ("Depositor") and the Bank.
- This Agreement incorporates the Rules, Regulations, Agreements, and Disclosures established by Bank from time to time, clearing house rules and regulations, state and federal laws, recognized banking practices and customs, service charges as may be established from time to time and is subject to laws regulating transfers at death and other taxes.
- All signers hereby agree that the above named bank is authorized to act as a depository under the terms and conditions of the Agreement.
- Bank is authorized to recognize the signatures executed hereon in such numbers as indicated, for the withdrawal of funds or transactions of any other business regarding this account until written notice to the contrary is received by Bank.
- In the case of overdraft or overpayment on this account, whether by error, mistake, inadvertence or otherwise, the amount of such overdraft or overpayment shall be immediately paid to the Bank.
- Depositor acknowledges and agrees that Bank, for itself and as agent for any affiliate of Fifth Third Bancorp, is granted a security interest in, and may, at any time, set off, against any balance in this account, any debt owed to Bank by any person having the right of withdrawal or any debt owed to Bank by any entity listed under the Account Title. A debt includes, but is not limited to, an obligation owing to Bank, whether now existing or hereafter acquired by Bank whenever payable and without regard to whether arising as maker, drawer, endorser, or guarantor.
- All signers agree to the Terms and Conditions set forth hereon and acknowledge receipt of a copy of the Rules and Regulations, Agreements, and Disclosures of Bank and agree to the terms set forth therein.

Title	TACTICAL HOLDING CORP	Sig.(s)	4515
		Reg'd	
		01	
		Non - US Person*	Senior Foreign Official**
		Yes No	Yes No
		<input type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/> <input checked="" type="checkbox"/>
		Yes No	Yes No
		<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
		Yes No	Yes No
		<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
Payable on Death Beneficiary	Statement Address		
	581 NW 35TH LANE		
	BOCA RATON FL 33431		

USA PATRIOT ACT REQUIREMENTS:

- *1. Are you a Non-U.S. person with more than \$500,000 on deposit or invested with Fifth Third?
- **2. Are you a Senior Foreign Official of a government branch, military branch, political party, foreign government-owned company, or a close personal or professional associate of one of these

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me).
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- I am a U.S. citizen or other U.S. person.

Certification Instructions - You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because of underreporting interest or dividends on your tax return.

Sign:

Date:

7/26/10

Verification - Internal Use Only:

I.D. (Make Copy & File)

Run Customer In Qualifile

Verify Opening Deposit

Reg CC Hold (If Needed)

Verify Phone Numbers

Verify Address

Thank You Card/Follow Up

Business Deposit Account Application



Account Agreement and Authorization (To be completed by customer only)

By signing below, I acknowledge and agree both individually, as applicable, and on behalf of the business identified in this application (the "Business"): (1) to be bound by any agreement governing any account and service for which I am applying for within including the terms and conditions of the CitiBusiness Client Manual and Schedule of Fees and Charges; (2) Citibank may obtain credit reports and make other inquiries it deems appropriate about both the Business and me individually; (3) any signer identified within this application may open additional accounts and enter into contracts for banking services on behalf of the Business; (4) and if I am a plan sponsor and/or plan fiduciary and the plan is subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), by opening an account covered in this application, I have reviewed the CitiBusiness ERISA Section 408(b)(2) Disclosure Document made available to me reasonably in advance of my decision to open the account and that after my review, I made an independent decision that the fees and other compensation are reasonable for the services being provided by Citibank. I further consent to Citibank updating or changing the Disclosure Document by posting updated documents and/or notices at <http://citi.com/investorinfo/advisoryprivacy/408b2disclosures.html> and that I am responsible for checking the website periodically for such updates.

Tax Certification – Additional Documentation Required to Avoid Tax Withholding

In accordance with requirements of the Internal Revenue Code, I understand that my business must supply Citibank with a properly-executed tax certification form to establish U.S. Person or non-U.S. Person status for U.S. tax information reporting purposes. To comply with such requirement, my business will provide an executed IRS Form W-9 or Form W-8, as appropriate. If a validly executed IRS Form W-9 or Form W-8 is not provided, I understand that Citibank will implement backup withholding on interest earned on my business account(s) immediately upon account opening. Such backup withholding will continue to apply until the appropriate validly-executed tax certification form is provided. If this occurs, I understand that Citibank may not be able to refund the withheld taxes.

Forms W-9 and W-8 and associated instructions can be obtained on the IRS Forms and Publications website, the link for which is:

<http://www.irs.gov/Forms-&-Pubs>

LORETTA OLIVERE

Print First and Last Name

[Signature]

Authorized Signature

Business Title (Capacity Acting In)

Date

8/22/14

Print First and Last Name

Authorized Signature

Business Title (Capacity Acting In)

Date

Bank Use Only	
Linking-List Related Account <input type="checkbox"/> Safety Check <input type="checkbox"/> Statement <input type="checkbox"/> Account Analysis	Card Access Card Access for signers designated in signer section? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Primary Account linked to Card? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Account Officer - Print Name Elmer Velasquez	Phone Number 305-530-3202



Business Deposit Account Application

Account Activity-Select Yes or No for each question. If any "Yes", then complete Addendum A for each account on the application.

Will you provide check cashing services (i.e. offer cash back from checks you receive), money transmission services or sell financial instruments such as money orders or travelers checks? ☐ Yes ☒ No

Will you send or receive wires to/from countries outside of the United States? ☐ Yes ☒ No

Will you deposit or withdraw more than \$40,000 in cash, travelers checks or money orders each month? ☐ Yes ☒ No

Will you hold or transact any funds in this account that belong to one or more of your customers and are not part of your business' operating funds? (e.g., Will any funds be held as an investment for a client, or used to settle funds similar to an investment service or trust arrangement?) ☐ Yes ☒ No

Signer Information-Complete for each signer. If more than 4 signers, then add Signer Personal Information form.

Do any owners own 10% or more of the business but are not signers on the account? (complete Addendum B if "Yes") ☐ Yes ☒ No

Signer 1

First Name GARRETT	MI	Last Name OROURKE	Suffix	Date of Birth
Business Title General Manager	Email Address [REDACTED]@HOTMAIL.COM		Telephone Number 561-213-7342	% Company Owned 100
First School Attended Lebanon	Mother's Maiden Name BEDNAR	Social Security Number/ITIN*	Issue Card: <input type="checkbox"/> Debit <input type="checkbox"/> ATM <input checked="" type="checkbox"/> None	
Citizenship (Select One) <input checked="" type="checkbox"/> US Citizen <input type="checkbox"/> Non Resident Alien (NRA) <input type="checkbox"/> Resident Alien <input type="checkbox"/> Permanent Resident Alien (PRA)		If Resident Alien or NRA or PRA, then complete A and B below: A. Countries of Citizenship: B. Is Signer a Senior Public Figure (SPF) or related to an SPF? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Identification - Type PHOTO U.S. DRIVER'S LICENSE	State OH	Number [REDACTED]	Issue Date 05/08/2013	Expiration Date 05/12/2017

Signer 2

First Name	MI	Last Name	Suffix	Date of Birth
Business Title	Email Address		Telephone Number	% Company Owned
First School Attended	Mother's Maiden Name	Social Security Number/ITIN*	Issue Card: <input type="checkbox"/> Debit <input type="checkbox"/> ATM <input type="checkbox"/> None	
Citizenship (Select One) <input type="checkbox"/> US Citizen <input type="checkbox"/> Non Resident Alien (NRA) <input type="checkbox"/> Resident Alien <input type="checkbox"/> Permanent Resident Alien (PRA)		If Resident Alien or NRA or PRA, then complete A and B below: A. Countries of Citizenship: B. Is Signer a Senior Public Figure (SPF) or related to an SPF? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Identification - Type	State	Number	Issue Date	Expiration Date

Signer 3

First Name	MI	Last Name	Suffix	Date of Birth
Business Title	Email Address		Telephone Number	% Company Owned
First School Attended	Mother's Maiden Name	Social Security Number/ITIN*	Issue Card: <input type="checkbox"/> Debit <input type="checkbox"/> ATM <input type="checkbox"/> None	
Citizenship (Select One) <input type="checkbox"/> US Citizen <input type="checkbox"/> Non Resident Alien (NRA) <input type="checkbox"/> Resident Alien <input type="checkbox"/> Permanent Resident Alien (PRA)		If Resident Alien or NRA or PRA, then complete A and B below: A. Countries of Citizenship: B. Is Signer a Senior Public Figure (SPF) or related to an SPF? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Identification - Type	State	Number	Issue Date	Expiration Date

Signer 4

First Name	MI	Last Name	Suffix	Date of Birth
Business Title	Email Address		Telephone Number	% Company Owned
First School Attended	Mother's Maiden Name	Social Security Number/ITIN*	Issue Card: <input type="checkbox"/> Debit <input type="checkbox"/> ATM <input type="checkbox"/> None	
Citizenship (Select One) <input type="checkbox"/> US Citizen <input type="checkbox"/> Non Resident Alien (NRA) <input type="checkbox"/> Resident Alien <input type="checkbox"/> Permanent Resident Alien (PRA)		If Resident Alien or NRA or PRA, then complete A and B below: A. Countries of Citizenship: B. Is Signer a Senior Public Figure (SPF) or related to an SPF? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Identification - Type	State	Number	Issue Date	Expiration Date

*Social Security Number or ITIN required for Sole Proprietorships, Single Stockholder Corporations, Single Member LLCs and any Signer requesting a Debit Card.

Business Deposit Account Application



Business Information

Business Name DRG AMERICA, LLC		Doing Business As/DBA (if applicable)	
Business Entity Type (Select One) <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership (General, limited or Law) <input type="checkbox"/> Limited Liability Partnership		<input type="checkbox"/> Unincorporated Association <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Public Entity <input type="checkbox"/> Business Trust
Tax Identification Number 81-3489090		Type of Tax ID (Select One) <input type="checkbox"/> Social Security Number <input checked="" type="checkbox"/> Employer ID Number	Is the Entity a Not-For-Profit/ Non-Government Organization? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Number of Locations 1	Annual Gross Revenue \$ 300000	Annual Net Profit \$ 100000	Business Start Date 08/04/2016
Business Phone 561-213-7342		Business Fax N/A	Is Business Home Based? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Business Industry/Activity/Description MARKETING AND ADVERTISING COMPANY. / Preparing of Plans & Proposals			
Is this entity effectively controlled or owned by another entity that issues bearer shares? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
Primary Contact Name GARRETT OROURKE		Primary Contact Phone 561-213-7342	Primary Contact Email garrett.oro@citibank.com

Physical Address

Street Number 2457	Street Name COLLINS AV		
Suite/Mailstop/etc. (if applicable) APT 405	City MIAMI BEACH	State FL	Zip 33139

Mailing Address (if different than above)

Street Number	Street Name		
Suite/Mailstop/etc. (if applicable)	City	State	Zip

Deposit Product Selection (Complete all fields for each account requested. Add additional pages, if needed.)

Account 1 8657			
Product (Select One) <input checked="" type="checkbox"/> Checking Account <input type="checkbox"/> Savings Account <input type="checkbox"/> Money Market Account <input type="checkbox"/> Certificate of Deposit (CD)			
Intended Balance (Select One)	<input checked="" type="checkbox"/> Under \$25,000 <input type="checkbox"/> \$25,000-\$50,000 <input type="checkbox"/> \$50,000-\$250,000 <input type="checkbox"/> \$250,000-\$500,000 <input type="checkbox"/> \$500,000-\$1 million <input type="checkbox"/> Greater than \$1 million	Source of Initial Deposit (Select all that apply) <input checked="" type="checkbox"/> Cash/Currency <input type="checkbox"/> Citibank Account <input type="checkbox"/> Check from Existing Bank <input type="checkbox"/> Wire from Existing Bank <input type="checkbox"/> Other	
Purpose of Account (Select all that apply) <input checked="" type="checkbox"/> Operating <input type="checkbox"/> Savings <input type="checkbox"/> Payroll <input type="checkbox"/> Investment <input type="checkbox"/> Petty Cash <input type="checkbox"/> Other			
Checking Account Type <input type="checkbox"/> Streamlined <input checked="" type="checkbox"/> Flexible <input type="checkbox"/> CitiBusiness ¹ <input type="checkbox"/> Interest Checking	CD Maturity Options (if applicable) CD Term: _____ <input type="checkbox"/> Roll over CD at maturity <input type="checkbox"/> Transfer principal and interest at maturity to account #: _____	CD Interest Options (if applicable) <input type="checkbox"/> Interest at maturity (terms less than 1 year) <input type="checkbox"/> Post to Account <input type="checkbox"/> Post Interest to Account #: _____ <input type="checkbox"/> Mail check to account address	

Account 2			
Product (Select One) <input type="checkbox"/> Checking Account <input type="checkbox"/> Savings Account <input type="checkbox"/> Money Market Account <input type="checkbox"/> Certificate of Deposit (CD)			
Intended Balance (Select One)	<input type="checkbox"/> Under \$25,000 <input type="checkbox"/> \$25,000-\$50,000 <input type="checkbox"/> \$50,000-\$250,000 <input type="checkbox"/> \$250,000-\$500,000 <input type="checkbox"/> \$500,000-\$1 million <input type="checkbox"/> Greater than \$1 million	Source of Initial Deposit (Select all that apply) <input type="checkbox"/> Cash/Currency <input type="checkbox"/> Citibank Account <input type="checkbox"/> Check from Existing Bank <input type="checkbox"/> Wire from Existing Bank <input type="checkbox"/> Other	
Purpose of Account (Select all that apply) <input type="checkbox"/> Operating <input type="checkbox"/> Savings <input type="checkbox"/> Payroll <input type="checkbox"/> Investment <input type="checkbox"/> Petty Cash <input type="checkbox"/> Other			
Checking Account Type <input type="checkbox"/> Streamlined <input type="checkbox"/> Flexible <input type="checkbox"/> CitiBusiness ¹ <input type="checkbox"/> Interest Checking	CD Maturity Options (if applicable) CD Term: _____ <input type="checkbox"/> Roll over CD at maturity <input type="checkbox"/> Transfer principal and interest at maturity to account #: _____	CD Interest Options (if applicable) <input type="checkbox"/> Interest at maturity (terms less than 1 year) <input type="checkbox"/> Post to Account <input type="checkbox"/> Post Interest to Account #: _____ <input type="checkbox"/> Mail check to account address	

Deposit Only Cards

<input type="checkbox"/> Please Issue Deposit Only Card(s)	How Many?: _____
--	------------------

Business Deposit Account Application

Addendum C1 – Supplemental Business Information Form

For All Clients (except Charitable Organizations, Business Trusts and Personal Investment Companies)



Business Name
DRG AMERICA, LLC

Information About Your Clients, Business Activities and Business Structure

Do you have customers or earn revenue outside the U.S.? ☐ Yes ☒ No

If Yes, please indicate each country:

Is the business Date of Formation less than three years from today's date? ☒ Yes ☐ No If Yes, complete Addendum D.

OR

If the business is not formally organized under state law, such as a Sole Proprietor:
Has your business been in operation for less than three years from today's date?

Have your product/service mix, business activity, or distribution channels materially changed in the last three years? ☐ Yes ☒ No

If Yes, please describe:

Have there been any material mergers, acquisitions or changes in your fundamental structure the last three years? ☐ Yes ☒ No

If Yes, please describe:

Anticipated Product/Service Usage

Which of the following Products/Services do you intend to use (check all that apply): If any checked, complete Addendum A.

- ☐ Remote Check Deposit (RCD) If yes, which type(s) of items will be deposited via RCD? ☐ Checks ☐ Money Orders
☐ Travelers Checks ☐ Cash Letters
- ☐ WorldLink® Payment Services If yes, complete WorldLink Transaction Profile.
- ☐ Trade Finance Products/Services

Signers and Owner Non-Signers

Complete this section for any Signer and/or any individual listed on Addendum B or Addendum BB whose primary residential address is outside the U.S.

✓ Not Applicable – all Signers and all persons (if any) listed on Addendum B/BB have a primary residential address in the U.S.

Name:	Country of Residence:	Name:	Country of Residence:

Business Deposit Account Application

Addendum D – Recently Formed Business

(Not required for Charitable Organizations, Business Trusts, or Personal Investment Companies)



Business Name: DRG AMERICA, LLC

Total funding used to start your business: \$ 5000

Sources of Funds Used to Start Your Business – Select all that apply

Sources of Funds used to start the business:	Amount	When obtained
<input type="checkbox"/> Gift from Friends + Family	\$	
<input type="checkbox"/> Grant Making Organization	\$	
<input type="checkbox"/> Inheritance	\$	
<input type="checkbox"/> Investors/Friends + Family	\$	
<input type="checkbox"/> Investors/Other	\$	
<input type="checkbox"/> Loan/Bank or Credit Provider	\$	
<input type="checkbox"/> Loan/Friends + Family	\$	
<input type="checkbox"/> Loan/Other	\$	
<input type="checkbox"/> Sale of Business Assets	\$	
<input type="checkbox"/> Sale of Personal Assets	\$	
<input checked="" type="checkbox"/> Savings	\$ 5000	2016
<input type="checkbox"/> Severance Pay	\$	

Sources of Revenue: Indicate the primary components of your expected revenue over the next 12 months.

Significant Sources of Annual Revenue (Up to 5; must indicate at least 1)	Approximate amount of Revenue from that Source	Revenue Timing (e.g., Recurring, Seasonal, Sporadic, One-Time)
sales of marketing and advertising proposals	\$ 300000	sporadic
	\$	
	\$	
	\$	
	\$	

CHASE

ACCOUNT TITLE ("DEPOSITOR")
LION MEDIA CORPORATION

Business Signature Card

ACCOUNT NUMBER 83308
ACCOUNT TYPE Chase Total Business Checking
TAXPAYER ID NUMBER 82-0782613
DATE OPENED 03/20/2017
FORM OF BUSINESS S-Corporation
ISSUED BY JPMorgan Chase Bank, N.A. (021)
Fifth and Washington - 218825
JONATHAN V THIES
(305) 459-8988
03/20/2017

BUSINESS ADDRESS
542 LOOKOUT RIDGE DR

LEBANON, OH 45036-6426

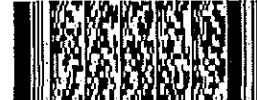
PRIMARY ID TYPE Website Documentation	PRIMARY ID NUMBER 3996790	ISSUER OH	ISSUANCE DATE 02/24/2017	EXPIRATION DATE
SECONDARY ID TYPE None	SECONDARY ID NUMBER	ISSUER	ISSUANCE DATE	EXPIRATION DATE

ACKNOWLEDGEMENT - By signing this Signature Card, the Depositor applies to open a deposit account at JPMorgan Chase Bank, N.A. (the "Bank"). The Depositor represents and warrants that (i) the signatures appearing below are genuine or facsimile signatures of the person(s) authorized to transact business and (ii) all necessary actions or formalities, where necessary, have been taken to authorize the named person(s) to so act. The Bank is entitled to rely on the authority of the named person(s) until written revocation of such authority is received by the Bank. The Depositor certifies that the information provided to the Bank is true to the best of its knowledge and authorizes the Bank, at its discretion, to obtain credit reports on the Depositor. The Depositor acknowledges receipt of the Bank's Deposit Account Agreement or other applicable account agreement, which include all provisions that apply to this deposit account, and other agreements and service terms for account analysis and other treasury management services if applicable, and agree to be bound by the terms and conditions contained therein as amended from time to time.

PRINTED NAME	TITLE	DATE	SIGNATURE
1) GARRETT M OROURKE	President	3/20/17	<i>[Signature]</i>

2)			
3)			
4)			



**BUSINESS DEPOSITORY CERTIFICATE (Corporation)**☒ NEW ☐ CHANGEACCOUNT NO.
8308
ACCOUNT TITLE
LION MEDIA CORPORATIONBANK NAME/NUMBER
JPMorgan Chase Bank, N.A. (021)
BRANCH NAME AND NO.
Fifth and Washington - 218825BUSINESS ADDRESS
542 LOOKOUT RIDGE DRDATE
03/20/2017
PREPARED BY
JONATHAN V THIES

LEBANON, OH 45036-6426

PHONE NO.
(305) 458-8988TAXPAYER ID NO.
82-0782613
PRODUCT TYPE
Chase Total Business Checking

Legal Name of Organization: LION MEDIA CORPORATION

(the "Organization")

State of Organization: OH

The Individual(s) signing this Certificate hereby certifies to JPMorgan Chase Bank, N.A. (the "Bank") as follows:

- the Organization is a corporation of the type identified above, duly organized under the laws of the state of organization listed above;
- the individual signing this Certificate is the Secretary, Assistant Secretary, Acting Secretary, or President, as listed below, of the Organization; and
- the Organization has authorized all actions and agreements described in this Certificate in accordance with all requirements of law and of Organization's organizational documents and bylaws, if any, and the authorizations are now in full force and effect.

Account Opening and Contractual Authorization

Any of the people listed below ("Authorized Persons"), acting alone, may:

- Open or close one or more accounts with the Bank at any time, subject to the Bank's deposit account agreement;
- Act on behalf of the Organization in any matter involving any of the Organization's depository accounts at the Bank;
- Sign all agreements or other documents relating to any depository accounts or other business of the Organization. These agreements and other documents include but are not limited to funds transfer agreements, agreements for automated clearinghouse services, agreements for online services, and safe deposit agreements.

Deposit and Withdrawal Authorization

Each Authorized Person may deposit or withdraw the Organization's funds. Each Authorized Person may sign any and all checks, drafts, and orders drawn against any account of the Organization at the Bank, and may give instructions for account transactions without a signature, such as those initiated via electronic debit, payment, wire transfer, or other withdrawal of funds by computer, electronic or other means. The Bank is authorized to pay any checks or other transactions authorized by the Organization, even if doing so causes or increases an overdraft. Each Authorized Person may endorse for cash, collection, deposit, or negotiation any checks, drafts, notes, bills of exchange, or certificates of deposit, and order the payment or transfer of money between accounts at the Bank and other banks. Endorsements "for deposit" may be written or stamped. The Bank may accept any instrument for deposit to any depository account of the Organization without endorsement or may supply the endorsement of the Organization. The Bank is authorized to pay all checks, drafts, and orders when signed, endorsed, or authorized by any Authorized Person without inquiry as to the circumstances of issue or disposition of the proceeds and regardless of to whom such instruments are payable or endorsed, including those payable to or endorsed to the Authorized Person.

Print Name
GARRETT M OROURKETitle
President

Facsimile Signatures

SIGNER(S) TO BE ADDED LATER

Facsimile Signature Authorization

The Bank is authorized and directed to pay checks bearing any form of facsimile or computer-generated signature. If the Organization either uses or provides a signature card authorizing any facsimile or computer-generated signature, the Organization will be solely responsible for any check bearing a similar signature.

Further Authorizations

The Secretary, Assistant Secretary, Acting Secretary or President of the Organization, acting alone, is authorized to certify to the Bank the name, title, specimen signature and facsimile signature of any additional Authorized Person, or to instruct the Bank to remove any Authorized Person. The Bank may rely on this Certificate until it receives express written notice of a change or revocation.

FOR THE PRECEDING PURPOSES, the undersigned has signed his/her name(s) on the date indicated above.

Exemption from FATCA reporting code (if any) _____ [According to the IRS Form W-9 instructions, if you are only submitting this form for an account you hold in the United States, you may leave this field blank.]

CERTIFICATION

The undersigned certifies under penalties of perjury that (1) the Organization's Taxpayer Identification Number shown above is correct, and (2) the Organization is not subject to backup withholding because: (a) the Organization is exempt from backup withholding, or (b) the Organization has not been notified by the Internal Revenue Service (IRS) that it is subject to backup withholding as a result of failure to report all interest or dividends, or (c) the IRS has notified the Organization that it is no longer subject to backup withholding, and (3) the Organization is a U.S. citizen or other U.S. person (as defined in the Form W-9 instructions), and (4) the FATCA code(s) entered on this form (if any) indicating that the Organization is exempt from FATCA reporting is correct.

If the IRS has notified the Organization that it is subject to backup withholding due to underreporting interest or dividends on its tax return, cross out item 2 above.

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Signature:

President

Date: 03/20/2017

Printed Name: GARRETT M OROURKE

DISTRIBUTION: 1) National Account Services 2) Customer

JPMorgan Chase Bank, N.A. Member FDIC





BUSINESS DEPOSITORY CERTIFICATE (Corporation)



ACCOUNT NO. 128638308

Signature: _____ Date: _____

Title: _____

Printed Name: _____

Signature: _____ Date: _____

Title: _____

Printed Name: _____

Signature: _____ Date: _____

Title: _____

Printed Name: _____

Signature: _____ Date: _____

Title: _____

Printed Name: _____

Signature: _____ Date: _____

Title: _____

Printed Name: _____

Signature: _____ Date: _____

Title: _____

Printed Name: _____

Signature: _____ Date: _____

Title: _____

Printed Name: _____

Signature: _____ Date: _____

Title: _____

Printed Name: _____

DISTRIBUTION: 1) National Account Services 2) Customer

JPMorgan Chase Bank, N.A. Member FDIC



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[Business Name - Exact](#)
[Detailed Business Search](#)
[Number Search](#)
[Agent/Contact Name](#)
[Agent/Contact Name - Exact](#)
[Prior Business Name](#)**Corporation Details**

Corporation Details		
Entity Number	3896790	
Business Name	LION MEDIA CORPORATION	
Filing Type	CORPORATION FOR PROFIT	
Status	Active	
Original Filing Date	02/24/2017	
Expiry Date		
Location DAYTON	County MONTGOMERY	State
Agent / Registrant Information		
DEAN E. HINES 5335 FAR HILLS AVENUE SUITE 313 DAYTON, OH 45426 Effective Date 02/24/2017 Contact Status Active		
Incorporator Information		
DEAN E. HINES		
Filings		
Filing Type	Date of Filing	Document Number/Image
DOMESTIC ARTICLES/FOR PROFIT	02/24/2017	20170594056

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BUSINESS DEPOSITORY CERTIFICATE (Corporation)



ACCOUNT NO. 128638308

Signature: _____ Date: _____

Title: _____

Printed Name: _____

Signature: _____ Date: _____

Title: _____

Printed Name: _____

Signature: _____ Date: _____

Title: _____

Printed Name: _____

Signature: _____ Date: _____

Title: _____

Printed Name: _____

Signature: _____ Date: _____

Title: _____

Printed Name: _____

Signature: _____ Date: _____

Title: _____

Printed Name: _____

Signature: _____ Date: _____

Title: _____

Printed Name: _____

Signature: _____ Date: _____

Title: _____

Printed Name: _____

DISTRIBUTION: 1) National Account Services 2) Customer

JPMorgan Chase Bank, N.A. Member FDIC



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[Business Name - Exact](#)
[Detailed Business Search](#)
[Number Search](#)
[Agent/Contact Name](#)
[Agent/Contact Name - Exact](#)
[Prior Business Name](#)**Corporation Details**

Corporation Details		
Entity Number	3996790	
Business Name	LION MEDIA CORPORATION	
Filing Type	CORPORATION FOR PROFIT	
Status	Active	
Original Filing Date	02/24/2017	
Expiry Date		
Location DAYTON	County MONTGOMERY	State
Agent / Registrant Information		
DEAN E. HINES 5335 FAR HILLS AVENUE SUITE 313 DAYTON, OH 45429 Effective Date 02/24/2017 Contact Status Active		
Incorporator Information		
DEAN E. HINES		
Filings		
Filing Type	Date of Filing	Document Number/Link
DOMESTIC ARTICLES FOR PROFIT	02/24/2017	701705934256

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D

Business Account Application



Bank Name:	WELLS FARGO BANK, N.A.	Store Name:	BAY FOREST				
Banker Name:	BRANI JOCIC	Officer/Portfolio Number:	E3893	Date:	03/14/2014		
Banker Phone:	410/990-0246	Store Number:	07395	Banker AU:	0067140	Banker MAC:	R1206-010

To help the government fight the funding of terrorism and money laundering activities, U.S. Federal law requires financial institutions to obtain, verify, and record information that identifies each person (individuals and businesses) who opens an account. What this means for you: When you open an account, we will ask for your name, address, date of birth and other information that will allow us to identify you. We may also ask to see your driver's license or other identifying documents.

New Account Information

☒ New Deposit Account(s) Only ☐ New Deposit Account(s) and Business Credit Card

Account 1 Product Name:					
Gold Business Services Package					
COD:	Product:	Account Number:	Opening Deposit:	Type of Funds:	
336	DDA	9738	\$50.00	CKS	
Account 2 Product Name:					
Business Market Rate Savings					
COD:	Product:	Account Number:	Opening Deposit:	Type of Funds:	
336	DDA	5255	\$25.00	CKS	

New Account Kit:	Bonus Eligible:
B20131007-0004692635	NO

Related Customer Information

Customer 1 Name:	Account Relationship:
NEOVENTIVE LLC	Sole Owner
Enterprise Customer Number (ECN):	
104781731329262	
Customer 2 Name:	Account Relationship:
MICHAEL BLACK	Signer
Enterprise Customer Number (ECN):	
729109013287709	



Checking/Savings Statement Mailing Information

Name(s) and Information Listed on Statement: NEOVENTIVE LLC	Statement Mailing Address: 1220 CRUMMELL AVE	
	Address Line 2:	
	City: ANNAPOLIS	State: MD
	ZIP/Postal Code: 21403-4617	Country: US

Customer 1 Information

Customer Name: NEOVENTIVE LLC			Street Address: 1220 CRUMMELL AVE		
Account Relationship: Sole Owner			Address Line 2:		
Taxpayer Identification Number (TIN): 46-5084067			Address Line 3:		
TIN Type: EIN					
Business Type: Limited Liability Company			City: ANNAPOLIS		
			State: MD		
Business Sub-Type/Tax Classification: C Corporation			ZIP/Postal Code: 21403-4617		
Non-Profit: Yes			Country: US		
Date Originally Established: 03/13/2014	Current Ownership Since: 2014	Number of Employees: 1	Business Phone: 410/295-3388		Fax:
Annual Gross Sales: \$100.00	Year Sales Reported: 03/14/2014	Fiscal Year End: 12/31	Cellular Phone:		Pager:
Primary Financial Institution: WLLSFRG		Number of Locations: 1	e-Mail Address: [REDACTED]@me.com		
Primary State 1: MD	Primary State 2: NY	Primary State 3: FL	Website:		
Primary Country 1:	Primary Country 2:	Primary Country 3:	Sales Market: NATIONAL		
Industry: Management of Companies and Enterprises					
Description of Business:					
Major Suppliers/Customers:					

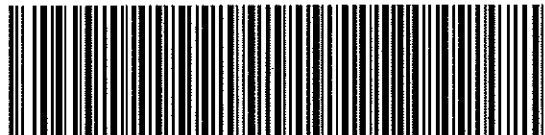
Bank Use Only

Name/Entity Verification: Articles of Organization		Address Verification: TELEPHONE		BACC Reference Number: 6140730000077	
Document Filing Number/Description: W15737760	Filing Country: US	Filing State: MD	Filing Date: 03/13/2014	Expiration Date:	
Country of Registration: US	State of Registration: MD	International Transactions:		Check Reporting: NO RECORD	
Customer 1 Name: NEOVENTIVE LLC			Internet Gambling Business?: No		



Owner/Key Individual 1 Information

Customer Name: MICHAEL BLACK			Residence Address: 1220 CRUMMELL AVE	
Position/Title: OWNER	Date of Birth: [REDACTED]	Enterprise Customer Number (ECN): 729109013287709	Address Line 2:	
Taxpayer Identification Number (TIN): [REDACTED]		TIN Type: SSN	Address Line 3:	
Primary ID Type: DLIC	Primary ID Description: [REDACTED]		City: ANNAPOLIS	State: MD
Primary ID St/Ctry/Prov: MD	Primary ID Issue Date: 03/12/2013	Primary ID Expiration Date: 03/12/2019	ZIP/Postal Code: 21403-4617	Country: US
Secondary ID Type: OTHR DC	Secondary ID Description: WELLS FARGO BUSINESS DEBI		Check Reporting: NO RECORD	
Secondary ID State/Country:	Secondary ID Issue Date:	Secondary ID Expiration Date:		
Country of Citizenship: US				



Certificate of Authority

Each person who signs the "Certified/Agreed To" section of this Application certifies that:

- A. The Customer's use of any Bank deposit account, product or service will confirm the Customer's receipt of, and agreement to be bound by, the Bank's applicable fee and information schedule and account agreement that includes the Arbitration Agreement under which any dispute between the Customer and the Bank relating to the Customer's use of any Bank deposit account, product or service will be decided in an arbitration proceeding before a neutral arbitrator as described in the Arbitration Agreement and not by a jury or court trial.**
- B. Each person who signs the "Certified/Agreed To" section of this Application or whose name, any applicable title and specimen signature appear in the "Authorized Signers - Signature Capture" section of this Application is authorized on such terms as the Bank may require to:
- (1) Enter into, modify, terminate and otherwise in any manner act with respect to accounts at the Bank and agreements with the Bank or its affiliates for accounts and/or services offered by the Bank or its affiliates (other than letters of credit or loan agreements);
 - (2) Authorize (by signing or otherwise) the payment of Items from the Customer's account(s) listed on this Business Account Application (including without limitation any Item payable to (a) the individual order of the person who authorized the Item or (b) the Bank or any other person for the benefit of the person who authorized the Item) and the endorsement of Deposited Items for deposit, cashing or collection (see the Bank's applicable account agreement for the definitions of "Item" and "Deposited Item");
 - (3) Give instructions to the Bank in writing (whether the instructions include the manual signature or a signature that purports to be the facsimile or other mechanical signature including a stamp of an Authorized Signer as the Customer's authorized signature without regard to when or by whom or by what means or in what ink color the signature may have been made or affixed), orally, by telephone or by any electronic means in regard to any Item and the transaction of any business relating to the Customer's account(s), agreements or services, and the Customer shall indemnify and hold the Bank harmless for acting in accordance with such instructions; and
 - (4) Delegate the person's authority to another person(s) or revoke such delegation, in a separate signed writing delivered to the Bank.
- C. If a code must be communicated to the Bank in order to authorize an Item, and the code is communicated, the Item will be binding on the Customer regardless of who communicated the code.
- D. Each transaction described in this Certificate of Authority conducted by or on behalf of the Customer prior to delivery of this Certificate is in all respects ratified.
- E. If the Customer is a tribal government or tribal government agency, the Customer waives sovereign immunity from suit with respect to the Customer's use of any Bank account, product or service referred to in this Certificate.
- F. The information provided in this Application is correct and complete, each person who signs the "Certified/Agreed To" section of this Application and each person whose name appears in the "Authorized Signers-Signature Capture" section of this Application holds any position indicated, and the signature appearing opposite the person's name is authentic.
- G. The Customer has approved this Certificate of Authority or granted each person who signs the "Certified/Agreed To" section of this Application the authority to do so on the Customer's behalf by:
- (1) resolution, agreement or other legally sufficient action of the governing body of the Customer, if the Customer is not a trust or a sole proprietor;
 - (2) the signature of each of the Customer's trustee(s), if the Customer is a trust; or
 - (3) the signature of the Customer, if the Customer is a sole proprietor.

Certified/Agreed To

Owner/Key Individual 1 Name
MICHAEL BLACK

Position/Title:
OWNER

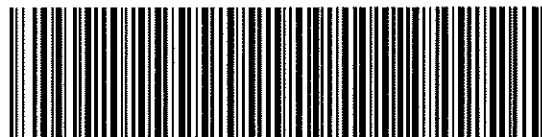
Owner/Key Individual 1 Signature

MICHAEL BLACK



- ☐ Submit manually
☐ Signature not required

Date:
03/14/2014



Request for Taxpayer Identification Number and Certification

(Substitute Form W-9)


Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. UNLESS I HAVE CHECKED ONE OF THE BOXES BELOW, I am not subject to backup withholding either because I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or the IRS has notified me that I am no longer subject to backup withholding (does not apply to real estate transactions, mortgage interest paid, the acquisition or abandonment of secured property, contributions to an Individual Retirement Arrangement (IRA), and payment other than interest and dividends). ☐ I am subject to backup withholding ☐ I am exempt from backup withholding
3. I am a U.S. citizen or other U.S. person.
4. I am exempt from Foreign Account Tax Compliance Act (FATCA) reporting.

Note: The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.Tax Responsible Customer Name:
NEOVENTIVE LLCTaxpayer Identification Number (TIN):
46-5084067

TIN Certification Signature:

MICHAEL BLACK




- ☐ Submit manually
☐ Signature not required

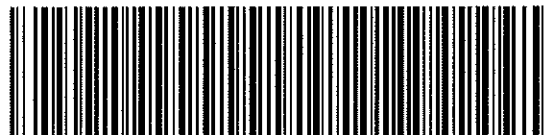
Date:
03/14/2014**Authorized Signers - Signature Capture**Authorized Signer 1 Name
MICHAEL BLACKPosition/Title:
OWNER

Authorized Signer 1 Signature

MICHAEL BLACK



- ☐ Submit manually
☐ Signature not required

Date:
03/14/2014

Business Account Application



Bank Name:

WELLS FARGO BANK, N.A.

Branch Name:

BAY FOREST

Banker Name:

KEMP, LINDA DAWSON

Officer/Portfolio Number:

E3893

Date:

06/20/2017

Banker Phone:

410/990-0246

Branch Number:

07395

Banker AU:

0067140

Banker MAC:

R1206-010

To help the government fight the funding of terrorism and money laundering activities, U.S. Federal law requires financial institutions to obtain, verify, and record information that identifies each person (individuals and businesses) who opens an account. What this means for you: When you open an account, we will ask for your name, address, date of birth and other information that will allow us to identify you. We may also ask to see your driver's license or other identifying documents.

New Account Information

☒ New Deposit Account(s) Only☐ New Deposit Account(s) and Business Credit Card

Account 1 Product Name:

Wells Fargo Simple Business Checking

Purpose of Account 1:

General Operating Account

COID:

336

Product:

DDA

Account Number:

[REDACTED] 5927

Opening Deposit:

\$100.00

Type of Funds:

INTX

New Account Kit:

BB-002586747

Checking/Savings Bonus Offer Available:

No

Related Customer Information

Customer 1 Name:

ARC DEVELOPMENT GROUP INC

Enterprise Customer Number (ECN):

24814211926412

Account Relationship:

Sole Owner

Customer 2 Name:

MICHAEL BLACK

Enterprise Customer Number (ECN):

729109013287709

Account Relationship:

Signer

Checking/Savings Statement Mailing Information

Name(s) and Information Listed on Statement:

ARC DEVELOPMENT GROUP INC

Statement Mailing Address:

1220 CRUMMELL AVE

Address Line 2:

City:

ANNAPOLIS

State:

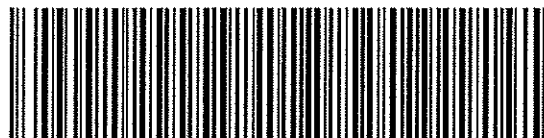
MD

ZIP/Postal Code:

21403-4617

Country:

US

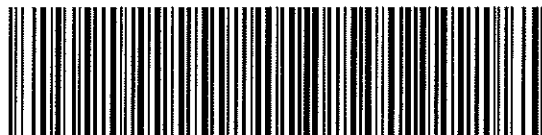


Customer 1 Information

Customer Name: ARC DEVELOPMENT GROUP INC			
Enterprise Customer Number (ECN): 24814211926412		Street Address: 1220 CRUMMELL AVE	
Account Relationship: Sole Owner		Address Line 2:	
Taxpayer Identification Number (TIN): 82-1912594		Address Line 3:	
TIN Type: EIN			
Business Type: Corporation Type C		City: ANNAPOLIS	State: MD
Business Sub-Type/Tax Classification: Corporation		ZIP/Postal Code: 21403-4617	Country: US
Date Originally Established: 06/15/2017	Current Ownership Since:	Number of Employees: 1	Business Phone: 410/295-3388
Annual Gross Sales: \$0.00	Year Sales Reported: 06/20/2017	Fiscal Year End:	Fax: Cellular Phone: Pager:
Primary Financial Institution:	Number of Locations: 1	e-Mail Address:	
Primary State 1: MD	Primary State 2:	Primary State 3:	Website:
Primary Country 1:	Primary Country 2:	Primary Country 3:	Sales Market: NATIONAL
Industry: Management of Companies and Enterprises			
Description of Business: Management Consulting			
Major Suppliers/Customers:			

Bank Use Only

Name/Entity Verification: Secretary of State		Address Verification: NONE	
BACC Reference Number: 6171710001166			
Document Filing Number/Description: 170615010506	Filing Country: US	Filing State: NY	Filing Date: 06/15/2017
Country of Registration: US	State of Registration: NY	International Transactions:	Expiration Date: Check Reporting: NO RECORD
Customer 1 Name: ARC DEVELOPMENT GROUP INC		Internet Gambling Business?: No	



Owner/Key Individual 1 Information

Customer Name: MICHAEL BLACK			Residence Address: 1220 CRUMMELL AVE	
Business Relationship: Owner with Control of the Entity			Address Line 2:	
Position/Title:	Date of Birth:	Percent of Ownership:	Address Line 3:	
		100.0		
Enterprise Customer Number (ECN): 729109013287709			City: ANNAPOLIS	State: MD
Taxpayer Identification Number (TIN):		TIN Type:	ZIP/Postal Code:	Country:
		SSN	21403-4617	US
Primary ID Type:	Primary ID Description:		Country of Citizenship:	Permanently Resides in US:
DLIC			US	
Primary ID St/Ctry/Prov:	Primary ID Issue Date:	Primary ID Expiration Date:	Check Reporting:	
MD	03/12/2013	03/12/2019	NO RECORD	
Secondary ID Type:	Secondary ID Description:			
OTHR DC	WELLS FARGO BUSINESS DEBI			
Secondary ID State/Country:	Secondary ID Issue Date:	Secondary ID Expiration Date:		



Certificate of Authority

Each person who signs the "Certified/Agreed To" section of this Application certifies that:

- A. The Customer's use of any Wells Fargo Bank, N.A. ("Bank") deposit account, product or service will confirm the Customer's receipt of, and agreement to be bound by, the Bank's applicable fee and information schedule and account agreement that includes the Arbitration Agreement under which any dispute between the Customer and the Bank relating to the Customer's use of any Bank deposit account, product or service will be decided in an arbitration proceeding before a neutral arbitrator as described in the Arbitration Agreement and not by a jury or court trial.**
- B. Each person who signs the "Certified/Agreed To" section of this Application or whose name, any applicable title and specimen signature appear in the "Authorized Signers - Signature Capture" section of this Application is authorized on such terms as the Bank may require to:**
- (1) Enter into, modify, terminate and otherwise in any manner act with respect to accounts at the Bank and agreements with the Bank or its affiliates for accounts and/or services offered by the Bank or its affiliates (other than letters of credit or loan agreements);
 - (2) Authorize (by signing or otherwise) the payment of Items from the Customer's account(s) listed on this Business Account Application (including without limitation any Item payable to (a) the individual order of the person who authorized the Item or (b) the Bank or any other person for the benefit of the person who authorized the Item) and the endorsement of Deposited Items for deposit, cashing or collection (see the Bank's applicable account agreement for the definitions of "Item" and "Deposited Item");
 - (3) Give instructions to the Bank in writing (whether the instructions include the manual signature or a signature that purports to be the facsimile or other mechanical signature including a stamp of an Authorized Signer as the Customer's authorized signature without regard to when or by whom or by what means or in what ink color the signature may have been made or affixed), orally, by telephone or by any electronic means in regard to any Item and the transaction of any business relating to the Customer's account(s), agreements or services, and the Customer shall indemnify and hold the Bank harmless for acting in accordance with such instructions; and
 - (4) Delegate the person's authority to another person(s) or revoke such delegation, in a separate signed writing delivered to the Bank.
- C. If a code must be communicated to the Bank in order to authorize an Item, and the code is communicated, the Item will be binding on the Customer regardless of who communicated the code.**
- D. Each transaction described in this Certificate of Authority conducted by or on behalf of the Customer prior to delivery of this Certificate is in all respects ratified.**
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- G. The Customer has approved this Certificate of Authority or granted each person who signs the "Certified/Agreed To" section of this Application the authority to do so on the Customer's behalf by:**
- (1) resolution, agreement or other legally sufficient action of the governing body of the Customer, if the Customer is not a trust or a sole proprietor;
 - (2) the signature of each of the Customer's trustee(s), if the Customer is a trust; or
 - (3) the signature of the Customer, if the Customer is a sole proprietor.

Certified/Agreed To

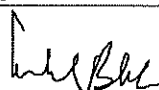
Owner/Key Individual 1 Name

MICHAEL BLACK

Position/Title:

Owner/Key Individual 1 Signature

MICHAEL BLACK



- ☐ Submit manually
☐ Signature not required

Date:

06/20/2017

Authorized Signers - Signature Capture

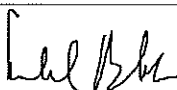
Authorized Signer 1 Name

MICHAEL BLACK

Position/Title:

Authorized Signer 1 Signature

MICHAEL BLACK



- ☐ Submit manually
☐ Signature not required

Date:

06/20/2017



**Bank**

America's Most Convenient Bank®

ASSESSING YOUR NEW BUSINESS ACCOUNT

TO BE COMPLETED FOR ALL NEW BUSINESS ACCOUNTS

SECTION 1: TO BE COMPLETED THE DAY OF ACCOUNT OPENING (complete each section in its entirety)**STORE / ACCOUNT INFORMATION**

Store Employee: Shanyia J Walters Date Opened: 06/20/2017
Store Location: Annapolis Bestgate Store Number: 127
Product Type: TD Bus Convenience Plus Ckg Account Number: 5595
Account Title: SENCHA CORPORATION Phone Number: (410) 295-3388
Best Time to Contact: Evenings

Primary Contact Name: MICHAEL BLACK
Legal Address: 1220 CRUMMELL AVE Officer Code (if any):
ANNAPOLIS MD 21403

Business Email Address: _____

New or Existing TD Business Customer: ☒ New ☐ Existing**BUSINESS INFORMATION**Is the business location at the same address being used to establish account? ☐ YES ☒ NOIf No, please explain: Main office located in different areaType of Business (Check one): ☒ Corporation ☐ Partnership ☐ LLC ☐ LLP ☐ Sole Proprietor
☐ Non-Profit ☐ Government/Municipal ☐ Other (describe): _____Principle Line of Business: Administrative Management and General Management Consulting Services

If "Other", describe: _____

Purpose of account (payroll, escrow, operating account, etc): OperatingLength of Time in Business: > 24 monthsEstimated Annual Sales: \$0 - \$500,000Number of Employees: 1Business Geographical Area Coverage: In TD Market Area

Important sales/service opportunities or information about the business/owner for follow up: _____

Business Account Opening Document Checklist

Account opener MUST initial each box within a column to evidence each document collected or in FileNet.

Note: When opening a new account for an existing Customer, view the documents on file in FileNet for existing business formation documents and resolution. If there has been a change in the business signers, you must obtain an updated resolution from your Customer. If the documents are in FileNet and are current, write "FileNet" in the box(es) appropriate for the documents viewed. Otherwise, enter your initials for those documents you collect from the Customer.

	Corporation	LLC	Partnership	Unincorporated Assoc/ Not for Profit	Sole-Prop
Articles of Incorporation/Organization (filed with the state) OR Certificate of Good Standings (issued by state or county) OR State website report	SW				
General Business Resolution	SW				
Fictitious Name Registration (if applicable by state, county, or local registrar)	N/A				
Operating Agreement (if applicable)					
Board of Director's Resolution/By-Laws (if applicable)	SW				
Partnership Banking Agreement (if applicable)					
Chapter and Bylaws of Association OR copy of minutes of last meeting with new elected officers (if applicable)					
FOR HOME BASED BUSINESSES, COLLECT ONE OF THE FOLLOWING: Business License /Bill/ Invoice OR Other correspondence (in the business name)	SW				
Business Site Visit form	SW				

SECTION 1: TO BE COMPLETED THE DAY OF ACCOUNT OPENING (complete each section in its entirety)**REVIEW OF NEW BUSINESS ACCOUNT PRODUCT, FORMS AND OPENING DEPOSIT**

Review the following to ensure that the Customer is in good standing:

☒ Does the signer's signature match any existing signature cards found on FileNet? ☐ YES ☒ NO ☐ N/A
(Review signer's information, including ID and signatures, for any updates.)

☒ Are there holds or special instructions on any existing accounts? ☐ YES ☒ NO ☐ N/A

Review Customer profile and/or SM message on account for history of returned items, GSI alerts or prior chargeoff history. If any of the above are questionable, **Bump it Up!**

Verify the opening deposit. Indicate how made (check one): ☐ Check ☒ Cash ☐ Transfer

☒ Was the minimum account opening deposit made (based on product type)?

If no, please explain _____

☒ Ensure that the starter kit deposit ticket was used

☒ If a check was deposited, was it processed through Early Warning? ☐ YES ☐ NO ☒ N/A

Note response (if any): _____

☐ Does the payee and address on the check exactly match the title on the new account? If not, **Bump it Up!**

☒ Is the date on the check prior to the date of the formation documents? If Yes, bump it Up ☐ YES ☐ NO ☒ N/A

☒ Are the funds being held for a 3rd party? ☐ YES ☒ NO If yes, identify the 3rd party? _____

SECTION 2: STORE MANAGEMENT REVIEW OF BUSINESS ACCOUNT (TO BE COMPLETED THE NEXT BUSINESS DAY BY A MEMBER OF STORE MANAGEMENT)

Upon review of the account activity or account documentation, **Bump Up** any Red flags and restrict account access.

GETTING TO KNOW YOUR CUSTOMER (FOR ALL CUSTOMERS)

1. Research the business (including through the internet e.g. Google, Bing). Describe results and/or opportunities:

List business website if applicable: _____

☐ Google map search fits business type. If not, describe why: _____

☐ Business located within the vicinity/market area of your Store. If not, describe why: _____

☐ Was the business entity registered a few days prior to the account being established? ☐ YES ☐ NO

If Yes, **Bump it Up to your ROO/RMM.**

☐ All business entity documents referenced on page 1 have been collected and reviewed? ☐ YES ☐ NO

Bump up any documentation issues to your ROO/RMM.

☐ Business entity type checked off on top portion of Business Resolution

2. Thank the Customer for their Business!

☐ Business reached via phone (using directory assistance or 411.com)

☐ Thank You Card mailed with Store Manager business card

3. Get to know your Customer by conducting a site visit for all Customers. **Site visits MUST be conducted within 5 calendar days of account opening. Complete separate Site Visit form.** ☐ Site visit form printed and time scheduled for visit.

☐ Site visits are required including home based businesses. Ensure the following documents were collected connecting the name of the business to the home address.

_____ business license _____ bill, invoices or other correspondence (in the business name)

☐ Reg CC the account and bump it up to your ROO/RMM if there are any home based business red flags: (ex. business entity recently formed/approved, EIN/TIN recently issued, signers are non-resident aliens or present non-local identification, small cash deposits \$25-\$100, mailing address is not a viable location for business to operate in).

4. Additional comments/opportunities identified (and entered into your calendar/tickler system for follow-up): _____

WRAP IT UP!

If Assessing Your Business form and/or Site Visit form was completed by a business partner or another line of business, record their name and title: _____ Collect paperwork and follow normal procedures.

After completing the checklist, reviewing documentation, and performing additional due diligence, sign and date below. Send the New Account form and ALL supporting documentation to CIF for imaging.

Reviewed by Signatory (and Print Name/Title): _____

Date: _____

**Bank**

America's Most Convenient Bank®

Business Site Visit Form

Complete Site Visit within 5 calendar days of account opening by a member of Store Management.

Business Name: sencha corporation	Date of Visit:
Business Physical Address (Operating Location): 1220 Cromwell Ave Annapolis, md 21403	
Business Phone: (410) 295 - 3388	
Business Contact Name/Role: Michael J Black (President)	Account #: [REDACTED] 5595

Is the business operational; appears to be functioning as the business described and not permanently closed for business or operating in another form?	<input type="checkbox"/> Yes <input type="checkbox"/> No*
Type of space: <input type="checkbox"/> Owned <input type="checkbox"/> Rented <input type="checkbox"/> Franchise <input type="checkbox"/> Sublet <input type="checkbox"/> Concession	
Comments:	
If a retail store or facility - is there inventory on the shelf?	<input type="checkbox"/> Yes <input type="checkbox"/> No* <input type="checkbox"/> N/A
How is the business paid by its Customer and/or vendors: <input type="checkbox"/> Cash <input type="checkbox"/> Check <input type="checkbox"/> Merchant <input type="checkbox"/> Wires - <input type="checkbox"/> Domestic / <input type="checkbox"/> International	
Comments:	
Is there appropriate signage for the nature / type of business?	<input type="checkbox"/> Yes <input type="checkbox"/> No*
Comments:	
Does the business have an ATM on site? If yes, how is the ATM funded? Please indicate which, if any, signs for the following services are visible. <input type="checkbox"/> Check Cashing <input type="checkbox"/> Check Cashing fees <input type="checkbox"/> Lottery Sales <input type="checkbox"/> Sales of Money Orders <input type="checkbox"/> Western Union <input type="checkbox"/> Payday Lending	<input type="checkbox"/> Yes <input type="checkbox"/> No
Comments:	
Did your observations agree with your expectations for this type of business?	<input type="checkbox"/> Yes <input type="checkbox"/> No*
Comments:	

***Please provide a comment for any "No" answers. Once completed send form to CIF for imaging.**

I personally conducted the above-described physical site visit.

Site Visit Completed By (Print Name and Title)

Date

Signature

INCORPORATOR INITIAL RESOLUTIONS

I, Morgan Noble, of Northwest Registered Agent, being the Incorporator of Sencha Corporation, a New York corporation, hereby resolve to relinquish signing authority to the newly appointed officers and directors and adopt the following resolutions:

1. **Resolved**, that the following named officer(s) and director(s) of the corporation are hereby appointed and directed to serve until the first annual meeting of stockholders, and/or until their successors are elected and appointed, or they are re-elected at their annual meeting.

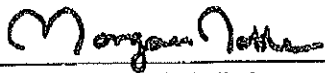
President: **Michael Black**

Treasurer: **Michael Black**

Secretary: **Michael Black**

Director: **Michael Black**

2. **Resolved**, that Sencha Corporation was incorporated in New York on 6/15/17 with assigned filing number 5155448.
3. **Resolved**, that the copy of the Articles of Incorporation of the above named corporation is complete, and be inserted into the official corporate record book.
4. **Resolved**, that the bylaws be adopted as the bylaws for the corporation, and be inserted into the minute book of the corporation record book.
5. **Resolved**, that if the stockholders fail to hold their initial and/or annual meetings, that the above named directors will remain in their appointment until the stockholders hold their meeting, and that the corporation will stay active pursuant to state statute.



Morgan Noble on behalf of
Northwest Registered Agent, Incorporator

June 16, 2017



BANK OF AMERICA, N.A. (THE "BANK")

**Certified Copy of Limited Liability Company Resolutions
Opening and Maintaining Deposit Accounts and Services**

Account Number 446038305603

Name of Limited Liability Company SIGNAL WAVE LLC.

I, the undersigned, hereby certify to BANK OF AMERICA, N.A.

, that I am the Manager and the designated keeper

of the records and minutes of SIGNAL WAVE LLC

a ☒ limited liability company ☐ professional limited liability company duly organized and existing under the laws of the State of Maryland (the "Company"), that I have full authority to manage, represent, sign for and bind the Company, that the following is a true copy of resolutions duly adopted by a majority of the members/managers of said Company at a meeting duly held on the 13 day of March, 2017, at which a quorum was present and acted throughout or adopted by the written consent of a majority of the members/managers, and that such resolutions are in full force and effect and have not been amended or rescinded

1. Resolved, that BANK OF AMERICA, N.A. (the "Bank") is hereby designated as a depository of the Company and that deposit accounts and/or time deposits (CDs) to be opened and maintained in the name of this Company with the Bank in accordance with the terms of the Bank's Deposit Agreement and Disclosures and the applicable rules and regulations for such accounts, that any one of the following members, managers, or employees of this Company

Michael S Black

Name

Manager

Title/Status

Name

Title/Status

Name

Title/Status

Name

Title/Status

is hereby authorized, on behalf of this Company and its name, to execute and sign any application, deposit agreement, signature card and any other documentation required by Bank to open said accounts, to sign checks, drafts, notes, bills of exchange, acceptances, time deposits (CDs) or other orders for payment of money, to endorse checks, drafts, notes, bills, time deposits (CDs) or other instruments owned or held by this company for deposit with Bank or for collection or discount by Bank, to accept, drafts, acceptances, and other instruments payable at Bank, to place orders with Bank for the purchase and sale of foreign currencies on behalf of this Company, to execute and deliver an electronic fund transfers agreement and to make transfers or withdrawals by electronic transfer on behalf of the Company, to obtain an access device (including but not limited to a card, code, or other means of access to the Company's accounts) that may be used for the purpose of initiating electronic fund transfers [Company agrees and acknowledges that neither the Electronic Funds Transfer Act (15 U.S.C. 1693 et seq.) nor Regulation E (12 C.F.R. Part 205) are applicable to any such access device], to establish and maintain a night deposit relationship, to execute and deliver a wire transfer agreement and to request, or to appoint and delegate from time to time such persons who may request, wires of funds, to enter into any agreements with the Bank for the provision by Bank of various Treasury Management services to this Company as such member, manager or employee may determine, in his or her sole discretion, and to sign any and all documents and take all actions required by Bank relative to such Treasury Management services or the performance of the Company's obligations there under, and that any such Treasury Management agreement(s) shall remain in full force and effect until written notice to terminate given in accordance with the terms of any such agreement shall have been received by Bank, and that such termination shall not affect any action taken by the Bank prior to such termination, to rent or lease a safe deposit box from Bank, to execute the rental agreement or lease, to enter the safe deposit box and to terminate the rental agreement or lease, to take whatever other actions or enter into whatever other agreements relating to the accounts or investment of funds in such accounts with Bank and to execute, amend, supplement and deliver to Bank such agreements on behalf of the Company upon such terms and conditions as such member, manager or employee may deem appropriate and to appoint and delegate, from time to time, such person(s) who may be authorized to enter into such agreements and take any other actions pursuant to such agreements in connection with said accounts that the member, manager or employee deems necessary, and to waive presentment, demand, protest, and notice of protest or dishonor of any check, note, bill, draft, or other instrument made, drawn or endorsed by this Company, and

2. Further Resolved, that the Bank be and is hereby authorized to honor, receive, certify, pay or exchange for money orders or other instruments all instruments signed in accordance with the foregoing resolutions even though such payment may create an overdraft or even though such instruments may be drawn or endorsed to the order of any member, manager or employee signing the same or tendered by such member, manager or employee or a third party for exchange or cashing, or in payment of the individual obligation of such member, manager or employee, or for deposit to such member's, manager's or employee's personal account and Bank shall not be required or be under any obligation to inquire as to the circumstances of the issuance or use of any instrument signed in accordance with the foregoing resolutions or the application or disposition of such instrument or the proceeds thereof, and, further, that the Bank is authorized to honor any instructions regarding withdrawals, orders for payment or transfer of funds whether oral, by telephone or electronic means if such withdrawal, orders or transfer are initiated by an above authorized member, manager or employee, and

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SEC-BOA-P-0000402

Account Number [REDACTED] 5603

3. **Further Resolved**, that the Bank be and is hereby requested, authorized and directed to honor and to treat as authorized, checks, drafts or other orders for the payment of money drawn or purportedly drawn in this Company's name, including those payable to the individual order of any person whose name appears thereon as signer thereof, when bearing or purporting to bear the facsimile signature of a member, manager or employee authorized in the foregoing resolutions and the Bank shall be entitled to honor, to treat as authorized, and to charge this Company for such checks, drafts, or other orders regardless of by whom or by what means the actual or purported facsimile signature thereon may have been affixed thereto, if such signature resembles the facsimile specimen duly certified to or filed with the Bank by a member/manager of this Company or if such facsimile signature resembles any facsimile signature previously affixed to any check, draft, or other order drawn in the Company's name, which check, draft, or other order was accepted and paid without timely objection by the Company, thereby ratifying the use of such facsimile signature, and the Company hereby indemnifies and holds the Bank harmless against any and all loss, cost, damage or expense suffered or incurred by the Bank arising out of or in any way related to the misuse or unlawful or unauthorized use by a person of such facsimile signature, and

4. **Further Resolved**, that endorsements for deposit may be evidenced by the name of the Company being written or stamped on the check or other instrument deposited, without designation of the party making the endorsement, and the Bank is authorized to supply any endorsement on any instrument tendered for deposit or collection, and

5. **Further Resolved**, that a duly authorized member/manager of this Company shall certify to the Bank names and signatures of persons authorized to act on behalf of this Company under the foregoing resolutions and shall from time to time hereafter, as changes in the identity of said members, managers and employees are made, immediately report, furnish and certify such changes to the Bank and shall submit to the Bank a new account signature card reflecting such change(s) in order to make such changes effective and the Bank shall be fully protected in relying on such certifications and shall be indemnified and saved harmless from any claims, demands, expenses, losses, or damages resulting from, or growing out of, honoring the signature of any member, manager or employee so certified, or refusing to honor any signature not so certified, and

6. **Further Resolved**, that the foregoing resolutions shall remain in full force and effect and the authority herein given to all of said persons shall remain irrevocable as far as the Bank is concerned until three (3) business days after the Bank is notified in writing of the revocation of such authority and that receipt of such notice shall not affect any action taken by said Bank prior thereto, and

7. **Further Resolved**, that all transactions by any member, manager or employee of this Company on its behalf and in its name with the Bank prior to the delivery to the Bank of a certified copy of the foregoing resolutions are, in all respects, hereby ratified, confirmed, approved and adopted, and

8. **Further Resolved**, that any member/manager be and hereby is, authorized and directed to certify these resolutions to the Bank and that the provisions hereof are in conformity with the Articles of Organization and Operating Agreement of this Company

In Witness Whereof, and intending to bind the Company, I have hereunto subscribed my name as a member/manager of this Company, this

15th day of March, 2017.

Neil Bell

Member/Manager

Bank Information

Date	03/15/2017
Banking Center Name	HILLSMERE
Associate's Name	Renea Campbell
Associate's Phone Number	443-837-4725

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Bank of America
 BANK OF AMERICA, N.A. (THE "BANK")

**Business Signature Card
 with Substitute Form W-9**
Account Number: 5603 Bank Number: 358Account Type: ☒ Checking (DDA) ☐ Savings (SAV) ☐ Certificate of Deposit (CD)Account Title:
SIGNAL WAVE LLC**Legal Designation:**☐ Individual/Sole Proprietor ☐ Trust/Estate ☐ Unincorporated Association ☐ C Corporation ☐ S Corporation☐ Partnership (Enter the type of partnership: General, LP, LLP or LI LP)☒ Limited Liability Company (Enter tax classification: C=C Corporation, S=S Corporation, P=Partnership or M=Single Member Sole Proprietor) M☐ Other (Defined in W-9 instructions)Social Security Number _____ (or) Employer Identification Number 82-0790873

By signing below, I/we acknowledge and agree that this account is and will be governed by the terms and conditions set forth in the account opening documents for my/our account as they are amended from time to time. The account opening documents include the Deposit Agreement and Disclosures and the Business Schedule of Fees. Furthermore, I/we acknowledge the receipt of these documents. By signing below, I/we acknowledge and agree that the signature(s) will serve as verification for any transactions in connection with this account and as the certification (set forth below) of the taxpayer identification number (TIN) to which I/we want interest reported. The Deposit Agreement includes a provision for alternative dispute resolution.

☐ Nonresident Alien Status (if applicable) If the beneficial owner of this account is a foreign person, check here and complete and sign the applicable Form(s) W-8.

Substitute Form W-9. Certification - Under penalties of perjury, I certify that: (1) The number shown on this form is the correct taxpayer identification number (or I am waiting for a number to be issued to me) and (2) I am not subject to backup withholding because: (A) I am exempt from backup withholding, or (B) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (C) The IRS has notified me that I am no longer subject to backup withholding, and (3) I am a US citizen or other US person (Defined in the W-9 instructions) and (4) the FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification Instructions: You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. (Please refer to the IRS instructions for Form W-9).

Exempt payee code (if any) _____

Exemption from FATCA reporting code (if any) _____

Exemptions (codes apply only to certain entities, not individuals; see instructions the IRS instructions for Form W-9):

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Name (typed or printed)	Title (if applicable)	Signature	Date
1 MICHAEL J BLACK	MANAGER	<i>Michael Black</i>	3/15/17
2 _____	_____	_____	_____
3 _____	_____	_____	_____
4 _____	_____	_____	_____
5 _____	_____	_____	_____

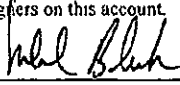
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Account Number: [REDACTED] 5603☐ Signature Card Addendum on File

ATM/Deposit/Debit Card Request

Provided that the account referenced above is eligible to receive automated teller machine cards and/or Debit Cards, I (as authorized by the resolutions and/or court documents and/or other agreements which authorize this account) hereby request the issuance of such cards to any of the authorized signers on this account.


 Authorized Signer


 Title

Review Information

Customer 1:

Name MICHAEL J BLACK

ID Type	US Driver License W/Photo	ID#	[REDACTED]	ID Issuer	Maryland	Iss Date	03/2013	Exp Date	03/2019
ID Type	BOA ATM Ckcd No Photo	ID#	4712	ID Issuer	1.7	Iss Date	N/A	Exp Date	03/2019

Customer 2:

Name									
ID Type		ID#		ID Issuer		Iss Date		Exp Date	
ID Type		ID#		ID Issuer		Iss Date		Exp Date	

Customer 3:

Name									
ID Type		ID#		ID Issuer		Iss Date		Exp Date	
ID Type		ID#		ID Issuer		Iss Date		Exp Date	

Customer 4:

Name									
ID Type		ID#		ID Issuer		Iss Date		Exp Date	
ID Type		ID#		ID Issuer		Iss Date		Exp Date	

Customer 5:

Name									
ID Type		ID#		ID Issuer		Iss Date		Exp Date	
ID Type		ID#		ID Issuer		Iss Date		Exp Date	

Bank Information

Date	03/15/2017
Financial Center Name	HILLSMERE
Employee's Name	Renea Campbell
Employee's Phone Number	443-837-4725

NMD

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EXHIBIT H

Date	Time	Price	Sum of Quantity Purchased (Sold)	Sum of Proceeds (Cost)
5/18/2016	2:04:54 PM	\$ 0.40	2,500	\$ (1,000)
	2:05:01 PM	\$ 0.45	500	\$ (225)
	2:06:05 PM	\$ 0.45	3,000	\$ (1,350)
	2:08:35 PM	\$ 0.50	2,500	\$ (1,250)
	2:08:43 PM	\$ 0.55	600	\$ (330)
	2:10:44 PM	\$ 0.55	2,500	\$ (1,375)
	2:25:00 PM	\$ 0.57	(1,000)	\$ 570
	3:57:13 PM	\$ 0.60	36,053	\$ (21,632)
	3:57:19 PM	\$ 0.60	1,000	\$ (600)
	3:57:21 PM	\$ 0.60	947	\$ (568)
5/18/2016 Total			48,600	\$ (27,760)
5/19/2016	11:38:59 AM	\$ 0.76	(5,000)	\$ 3,800
	12:40:34 PM	\$ 0.80	(1,000)	\$ 800
	2:49:08 PM	\$ 0.80	(1,000)	\$ 800
	2:53:58 PM	\$ 0.80	(1,000)	\$ 800
5/19/2016 Total			(8,000)	\$ 6,200
5/20/2016	10:18:09 AM	\$ 0.80	(3,000)	\$ 2,400
	10:59:26 AM	\$ 0.80	(500)	\$ 400
	12:21:39 PM	\$ 0.85	(500)	\$ 425
	3:13:59 PM	\$ 0.73	1,500	\$ (1,095)
	3:14:05 PM	\$ 0.88	200	\$ (176)
5/20/2016 Total			(2,300)	\$ 1,954
5/23/2016	2:36:41 PM	\$ 0.80	(5,000)	\$ 4,000
	2:38:02 PM	\$ 0.80	(1,000)	\$ 800
	2:38:06 PM	\$ 0.80	(4,000)	\$ 3,200
	3:40:06 PM	\$ 0.81	(10,000)	\$ 8,100
	3:50:21 PM	\$ 0.83	(900)	\$ 747
	3:50:51 PM	\$ 0.83	(9,000)	\$ 7,470
5/23/2016 Total			(29,900)	\$ 24,317
5/24/2016	11:28:19 AM	\$ 0.92	(1,000)	\$ 920
	11:28:21 AM	\$ 0.92	(1,000)	\$ 920
	11:29:36 AM	\$ 0.92	(1,000)	\$ 920
	12:03:49 PM	\$ 0.92	(2,000)	\$ 1,840
	3:09:31 PM	\$ 0.90	(500)	\$ 450
5/24/2016 Total			(5,500)	\$ 5,050
5/25/2016	12:05:38 PM	\$ 0.91	(1,000)	\$ 910
	3:57:12 PM	\$ 0.94	(1,000)	\$ 940
5/25/2016 Total			(2,000)	\$ 1,850
5/27/2016	12:57:51 PM	\$ 0.93	1,500	\$ (1,395)
	1:00:35 PM	\$ 0.93	1,500	\$ (1,395)
	2:13:40 PM	\$ 1.02	(900)	\$ 918
	2:25:25 PM	\$ 1.02	(600)	\$ 612
	3:22:51 PM	\$ 1.01	(1,000)	\$ 1,010
5/27/2016 Total			500	\$ (250)
5/31/2016	10:27:14 AM	\$ 1.22	(500)	\$ 610
	11:21:04 AM	\$ 1.00	500	\$ (500)
	3:11:17 PM	\$ 1.02	500	\$ (510)
5/31/2016 Total			500	\$ (400)
6/1/2016	2:58:31 PM	\$ 1.02	3,000	\$ (3,060)
	3:12:59 PM	\$ 1.00	1,000	\$ (1,000)

EXHIBIT H

Date	Time	Price	Sum of Quantity Purchased (Sold)	Sum of Proceeds (Cost)
42522	3:13:09 PM	\$ 1.00	100	\$ (100)
	3:13:19 PM	\$ 1.00	100	\$ (100)
	3:13:21 PM	\$ 1.00	800	\$ (800)
	3:48:04 PM	\$ 1.03	(400)	\$ 412
6/1/2016 Total			4,600	\$ (4,648)
6/2/2016	12:37:25 PM	\$ 1.08	(5,000)	\$ 5,400
	12:39:30 PM	\$ 1.10	(500)	\$ 550
6/2/2016 Total			(5,500)	\$ 5,950
6/3/2016	10:11:47 AM	\$ 1.12	(400)	\$ 448
	1:43:15 PM	\$ 1.01	2,000	\$ (2,020)
	1:50:33 PM	\$ 1.05	100	\$ (105)
	1:50:34 PM	\$ 1.05	500	\$ (525)
	1:50:35 PM	\$ 1.05	500	\$ (525)
	1:50:36 PM	\$ 1.05	200	\$ (210)
	1:50:38 PM	\$ 1.05	700	\$ (735)
6/3/2016 Total			3,600	\$ (3,672)
6/6/2016	10:50:28 AM	\$ 1.13	(4,900)	\$ 5,513
6/6/2016 Total			(4,900)	\$ 5,513
6/7/2016	2:36:26 PM	\$ 1.09	500	\$ (545)
6/7/2016 Total			500	\$ (545)
6/8/2016	9:31:53 AM	\$ 1.11	1,100	\$ (1,221)
	11:34:31 AM	\$ 1.21	(400)	\$ 484
	3:42:18 PM	\$ 1.13	(800)	\$ 904
6/8/2016 Total			(100)	\$ 167
6/9/2016	10:00:32 AM	\$ 1.08	100	\$ (108)
	10:00:41 AM	\$ 1.08	776	\$ (838)
	10:00:51 AM	\$ 1.08	100	\$ (108)
	10:00:54 AM	\$ 1.08	24	\$ (26)
	11:24:12 AM	\$ 1.13	1,000	\$ (1,130)
6/9/2016 Total			2,000	\$ (2,210)
6/10/2016	3:08:27 PM	\$ 1.24	(900)	\$ 1,116
6/10/2016 Total			(900)	\$ 1,116
6/13/2016	2:05:20 PM	\$ 1.27	(500)	\$ 635
6/13/2016 Total			(500)	\$ 635
6/14/2016	2:55:01 PM	\$ 1.20	1,000	\$ (1,200)
	2:57:03 PM	\$ 1.20	1,000	\$ (1,200)
	3:37:16 PM	\$ 1.20	500	\$ (600)
6/14/2016 Total			2,500	\$ (3,000)
6/15/2016	11:01:12 AM	\$ 1.20	500	\$ (600)
	2:03:22 PM	\$ 1.25	(2,500)	\$ 3,125
	2:07:27 PM	\$ 1.25	(500)	\$ 625
	2:08:12 PM	\$ 1.25	(600)	\$ 750
	2:19:29 PM	\$ 1.30	(100)	\$ 130
6/15/2016 Total			(3,200)	\$ 4,030
6/16/2016	12:16:15 PM	\$ 1.12	1,000	\$ (1,120)
	12:18:29 PM	\$ 1.12	1,000	\$ (1,120)
	12:21:52 PM	\$ 1.12	500	\$ (560)
	12:28:08 PM	\$ 1.14	500	\$ (570)
	12:28:49 PM	\$ 1.14	1,000	\$ (1,140)
	12:29:30 PM	\$ 1.14	1,000	\$ (1,140)

EXHIBIT H

Date	Time	Price	Sum of Quantity Purchased (Sold)	Sum of Proceeds (Cost)
42537	3:48:02 PM	\$ 1.30	(5,000)	\$ 6,500
6/16/2016 Total			-	\$ 850
6/17/2016	1:05:17 PM	\$ 1.30	(2,500)	\$ 3,250
	1:06:49 PM	\$ 1.30	(500)	\$ 650
6/17/2016 Total			(3,000)	\$ 3,900
6/20/2016	10:54:31 AM	\$ 1.32	(500)	\$ 660
	2:48:37 PM	\$ 1.34	(400)	\$ 536
	3:00:17 PM	\$ 1.35	(400)	\$ 540
6/20/2016 Total			(1,300)	\$ 1,736
6/21/2016	10:27:16 AM	\$ 1.30	200	\$ (260)
	11:46:40 AM	\$ 1.29	200	\$ (258)
	2:25:18 PM	\$ 1.17	100	\$ (117)
	2:25:24 PM	\$ 1.17	900	\$ (1,053)
6/21/2016 Total			1,400	\$ (1,688)
6/22/2016	9:58:27 AM	\$ 1.35	200	\$ (270)
	11:37:35 AM	\$ 1.34	(1,000)	\$ 1,335
	12:30:48 PM	\$ 1.28	2,000	\$ (2,560)
6/22/2016 Total			1,200	\$ (1,495)
6/23/2016	3:20:58 PM	\$ 1.29	200	\$ (258)
	3:44:41 PM	\$ 1.27	200	\$ (254)
6/23/2016 Total			400	\$ (512)
6/24/2016	9:30:41 AM	\$ 1.32	200	\$ (264)
	3:57:43 PM	\$ 1.28	200	\$ (256)
6/24/2016 Total			400	\$ (520)
6/27/2016	9:43:42 AM	\$ 0.75	1,200	\$ (900)
6/27/2016 Total			1,200	\$ (900)
Grand Total			300	\$ 15,668

EXHIBIT I

I

Date	Neoventive LLC Sales of AVOP (Quantity)	Neoventive LLC Sales of AVOP (\$)	Alpine Securities Payments to Neoventive LLC	Neoventive LLC Payments to Tactical Holding Corp
5/6/2016	(816,375)	\$ 402,913.31		
5/9/2016	(77,000)	\$ 51,539.95		
5/10/2016	(29,300)	\$ 17,366.55		
5/11/2016	(61,084)	\$ 40,807.17	\$ 386,679	
5/12/2016	(10,000)	\$ 6,698.00		\$ 126,940
5/13/2016	(82,300)	\$ 56,625.69		
5/16/2016	(38,050)	\$ 26,555.48	\$ 104,720	
5/17/2016	(67,800)	\$ 46,923.36		\$ 47,210
5/18/2016	(118,197)	\$ 68,238.51		
5/19/2016	(64,670)	\$ 47,147.64		
5/20/2016	(26,000)	\$ 20,497.62	\$ 142,711	
5/23/2016	(52,000)	\$ 41,094.04	\$ 74,150	\$ 56,762
5/24/2016	(110,000)	\$ 90,816.00		\$ 30,140
5/25/2016	(99,200)	\$ 87,416.83		
5/26/2016	(50,200)	\$ 46,788.41		
5/27/2016	(77,800)	\$ 74,602.42	\$ 202,107	
5/31/2016	(75,800)	\$ 76,038.77		\$ 85,629
6/1/2016	(64,300)	\$ 65,450.97		
6/2/2016	(92,600)	\$ 95,488.84	\$ 201,517	
6/3/2016	(40,750)	\$ 43,625.12		\$ 100,665
6/6/2016	(72,000)	\$ 79,144.56	\$ 136,428	
6/7/2016	(37,300)	\$ 39,314.95		\$ 24,670
6/8/2016	(31,900)	\$ 36,052.74		
6/9/2016	(24,000)	\$ 25,885.68	\$ 210,497	
6/10/2016	(37,400)	\$ 44,002.60		\$ 69,080
6/13/2016	(12,500)	\$ 15,395.50		
6/14/2016	(48,000)	\$ 54,756.00		
6/15/2016	(64,142)	\$ 73,803.71		
6/16/2016	(23,600)	\$ 29,159.92	\$ 139,755	
6/17/2016				\$ 69,590
6/20/2016	(101,700)	\$ 128,869.16		
6/21/2016	(18,721)	\$ 23,955.20	\$ 166,002	
6/22/2016	(31,500)	\$ 40,086.27		\$ 50,450
6/23/2016	(35,900)	\$ 48,679.68		
6/24/2016	(24,700)	\$ 30,499.31		
6/27/2016	(15,000)	\$ 14,400.00	\$ 185,065	
6/28/2016	(1,000)	\$ 795.00		\$ 50,890
6/29/2016	(62,300)	\$ 48,141.70		
7/13/2016				\$ 27,060
7/22/2016				\$ 41,140
8/2/2016				\$ 53,940
7/26/2016			\$ 136,568	
8/9/2016			\$ 10,196	

EXHIBIT I

Date	Neoventive LLC Sales of AVOP (Quantity)	Neoventive LLC Sales of AVOP (\$)	Alpine Securities Payments to Neoventive LLC	Neoventive LLC Payments to Tactical Holding Corp
8/11/2016			\$ 5,287	
8/25/2016			\$ 23,556	
8/31/2016			\$ 8,454	
<hr/>				
TOTAL	(2,695,089)	\$ 2,139,577	\$ 2,133,693	\$ 834,166

Exhibit J

Date	Sum of Quantity Purchased (Sold)	Sum of Proceeds (Cost)
5/6/2016	(816,375) \$	402,937.96
5/9/2016	(77,000) \$	51,543.80
5/10/2016	(29,300) \$	17,366.11
5/11/2016	(61,084) \$	40,810.22
5/12/2016	(10,000) \$	6,698.00
5/13/2016	(82,300) \$	56,622.40
5/16/2016	(38,050) \$	26,555.10
5/17/2016	(67,800) \$	46,924.38
5/18/2016	(118,197) \$	68,242.64
5/19/2016	(64,670) \$	47,147.10
5/20/2016	(26,000) \$	20,498.40
5/23/2016	(52,000) \$	41,095.60
5/24/2016	(110,000) \$	90,816.00
5/25/2016	(99,200) \$	87,415.04
5/26/2016	(50,200) \$	46,786.40
5/27/2016	(77,800) \$	74,602.42
5/31/2016	(75,800) \$	76,042.56
6/1/2016	(64,300) \$	65,450.97
6/2/2016	(92,600) \$	95,489.12
6/3/2016	(40,750) \$	43,626.95
6/6/2016	(72,000) \$	79,142.40
6/7/2016	(37,300) \$	39,314.20
6/8/2016	(31,900) \$	36,053.38
6/9/2016	(24,000) \$	25,886.40
6/10/2016	(37,400) \$	44,001.10
6/13/2016	(12,500) \$	15,395.00
6/14/2016	(48,000) \$	54,758.40
6/15/2016	(64,142) \$	73,801.79
6/16/2016	(23,600) \$	29,160.16
6/20/2016	(101,700) \$	128,874.24
6/21/2016	(18,721) \$	23,955.39
6/22/2016	(31,500) \$	40,086.90
6/23/2016	(35,900) \$	48,680.40
6/24/2016	(24,700) \$	30,499.56
6/27/2016	(15,000) \$	14,400.00
6/28/2016	(1,000) \$	795.00
6/29/2016	(62,300) \$	48,139.21
10/5/2016	(95,300) \$	19,871.50
10/6/2016	(52,000) \$	10,920.00
10/10/2016	(61,000) \$	12,200.00
10/11/2016	(41,000) \$	7,995.00
10/19/2016	(42,000) \$	9,157.40
10/24/2016	(34,000) \$	6,800.00
12/9/2016	(20,000) \$	3,200.00

Exhibit J

Date	Sum of Quantity Purchased (Sold)	Sum of Proceeds (Cost)
12/16/2016	(25,000) \$	4,000.00
12/19/2016	(25,000) \$	3,975.00
12/20/2016	(25,000) \$	3,975.00
1/9/2017	(5,000) \$	900.00
1/10/2017	(22,500) \$	4,005.00
2/15/2017	(18,000) \$	790.00
2/16/2017	(90,000) \$	3,870.00
5/3/2017	(249,111) \$	16,010.21
5/5/2017	(67,009) \$	4,774.87
5/8/2017	(270,750) \$	24,795.02
5/9/2017	(77,241) \$	9,565.42
5/10/2017	(25,000) \$	3,375.00
5/11/2017	(60,000) \$	8,856.47
5/17/2017	(1,039) \$	218.19
5/19/2017	(18,961) \$	3,925.51
5/22/2017	(15,000) \$	3,125.00
6/12/2017	(5,000) \$	700.40
6/13/2017	(5,000) \$	670.00
6/14/2017	(5,000) \$	750.00
6/15/2017	(10,000) \$	1,474.50
6/16/2017	(40,000) \$	4,920.00
Grand Total	(4,100,000) \$	2,314,434.19

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

FILED
IN CLERK'S OFFICE
U.S. DISTRICT COURT E.D.N.Y.

★ JUL 17 2019 ★

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

GARRETT O'ROURKE AND
MICHAEL J. BLACK,

Defendants.

BROOKLYN OFFICE

19-CV-__ ()

CV 19

4137

**MATSUMOTO, J.
KUO, M.J.**

**LOCAL RULE 6.1 DECLARATION OF ERIC FORNI IN SUPPORT OF PLAINTIFF'S
EX PARTE EMERGENCY APPLICATION FOR AN
ASSET FREEZE AND OTHER RELIEF**

I, Eric Forni, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am counsel for plaintiff Securities and Exchange Commission (the "Commission") in this action. I make this declaration pursuant to Rule 65(b) of the Federal Rules of Civil Procedure.

2. I make this declaration pursuant to Local Civil Rule 6.1(d) to show that good and sufficient reason exists for bringing the Commission's *ex parte* emergency application (the "Application") for an order freezing the assets of defendants Garrett O'Rourke ("O'Rourke") or Michael Black ("Black," and collectively "Defendants"), and: (i) temporarily restraining the Defendants from violations of the federal securities laws; (ii) ordering the Defendants to repatriate assets; (iv) order an accounting of the Defendants' assets; (v) prohibiting the Defendants from destroying, altering, or concealing records of any kind; (vi) ordering the Defendants to show cause, if any, why the requested preliminary injunctions should not be entered; and (vii) authorizing service of these papers and any resulting Order by email and/or overnight delivery to the Defendants and their broker(s) and bank(s). The relief is necessary to

preserve the status quo pending a more fulsome hearing regarding the motion and the improper conduct.

3. Advance notice of the filing of this action and the Commission's request for emergency relief was not provided to defendant O'Rourke or Black.

4. No previous application for the relief requested herein or any similar relief has been made by the Commission.

5. The Commission makes its Application *ex parte* by order to show cause to (i) preserve the *status quo* pending adjudication of the Application; (ii) ensure that any future judgment of this Court for disgorgement, prejudgment interest, and civil money penalties is not rendered meaningless; and (iii) prevent the destruction or fabrication of evidence. The Commission believes that proceeding by notice of motion will likely jeopardize the Court's ability to grant full and effective relief both on this Application and on the merits of the Commission's Complaint, because doing so will provide Defendants with the time to move their ill-gotten gains to foreign accounts and otherwise dissipate the funds before an asset freeze order can be entered.

6. The facts underlying this concern are described in more detail in the accompanying documents, including the Complaint filed against the above-captioned Defendants, the memorandum of law in support of the application for an order to show cause, and the Declaration of Trevor Donelan dated July 17, 2019. The Complaint alleges that from approximately May 2016 through July 2018, the Defendants schemed to fraudulently sell the stock of AV1 Group, Inc. ("AV1 Group"), EnviroTechnologies International, Inc. ("EnviroTechnologies"), and other publicly traded companies, to investors in the public United States securities markets. The complaint further alleges that O'Rourke and/or Black, working

together and with others, (a) made false or misleading statements to investors about each company through high pressure stock promotional campaigns; and, (b) at least as to EnviroTechnologies, disguised their control over the company and virtually all of its stock that was available for public trading.

7. The Complaint alleges that in furtherance of the scheme, O'Rourke aggressively touted AV1 Group, EnviroTechnologies, and other publicly traded companies to prospective investors, including elderly retail investors, using high-pressure sales tactics through unsolicited cold calls during which he repeatedly lied about his association with legitimate financial institutions and the prospects of the companies. The complaint further alleges that O'Rourke further promised these investors that he had their best interests in mind, and that he had found promising investment opportunities for them when, in actuality, O'Rourke cold called investors to persuade them to purchase these stocks so that he and his partners, including Black, could sell their holdings of these stocks for a profit.

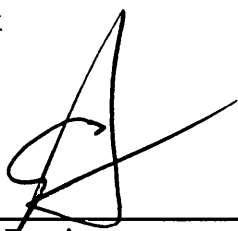
8. The Complaint further alleges that Black knew that O'Rourke promoted AV1 Group to potential investors to facilitate the sale of the Defendants' stock; Black coordinated the sale of AV1 Group stock with the timing of O'Rourke's AV1 Group stock promotional efforts, and Black subsequently split the proceeds of those stock sales with O'Rourke; and that the Defendants' victims, including the elderly retail investors who invested their retirement savings based on O'Rourke's material misrepresentations, were left holding losing investments while the Defendants obtained millions of dollars in ill-gotten gains.

9. The Complaint alleges that O'Rourke violated Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §§ 77(e)(a) and (c) and 77q(a)], Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)], and

Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5]; and that Black violated Sections 5(a), 5(c), 17(a)(1) and (3) of the Securities Act [15 U.S.C. §§ 77(e)(a) and (c) and 77q(a)(1) and (3)], Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)], and Rule 10b-5(a) and (c) thereunder [17 C.F.R. § 240.10b-5(a) and (c)].

I declare under penalty of perjury under the laws of the United States of America, and pursuant to 28 U.S.C. §1746, that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on July 17, 2019, in New York, New York


Eric A. Forni

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

FILED
IN CLERK'S OFFICE
U.S. DISTRICT COURT E.D.N.Y.

★ JUL 17 2019 ★

BROOKLYN OFFICE

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

GARRETT O'ROURKE AND
MICHAEL J. BLACK,

Defendants.

19-CV-____ ()

CV 19

4137

MATSUMOTO, J.

KUO, M.J.

MEMORANDUM OF LAW IN SUPPORT OF
PLAINTIFF'S APPLICATION FOR AN ORDER TO SHOW CAUSE,
TEMPORARY RESTRAINING ORDER, ORDER FREEZING ASSETS,
AND ORDER GRANTING OTHER RELIEF

Sandeep Satwalekar
Eric A. Forni*
Kathleen Burdette Shields*

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Plaintiff, the United States Securities and Exchange Commission (the “Commission”), respectfully submits this memorandum of law in support of its emergency motion (“Motion”) for a temporary restraining order to freeze money held in bank and brokerage accounts controlled by Defendants Garrett O’Rourke (“O’Rourke”) and Michael Black (“Black,” and collectively, the “Defendants”) and to stop their fraudulent schemes to sell millions of shares of stock in public companies while concealing their status as affiliates of those companies. In further support of its Motion, the Commission submits the Declaration of Trevor Donelan dated July 17, 2019 (“Donelan Dec.”) and the exhibits attached thereto; and the Declaration of Eric Forni dated July 17, 2019 (“Forni Dec.”).

PRELIMINARY STATEMENT

This case concerns fraudulent schemes in which O’Rourke and Black schemed fraudulently to sell millions of shares of the stock of several publicly traded companies while concealing their status as affiliates of those companies. In furtherance of the schemes, O’Rourke also made material misrepresentations to retail investors during high pressure promotional campaigns about his involvement in soliciting them to buy the companies’ shares that he was touting and about the prospects of those companies.

From approximately 2016 through 2018, O’Rourke aggressively touted the securities of at least three small public companies to elderly and unsophisticated potential investors by making unsolicited cold calls while pretending to be from well-known securities firms. During those calls, O’Rourke made material misrepresentations that the companies would be good investments when, in reality, he was trying to find buyers to support the Defendants’ scheme to sell the large quantities of stock they controlled into the market. He did not tell the potential

investors this was his purpose. Based on O'Rourke's material misrepresentations, retail investors purchased the stock of these companies and subsequently lost the vast majority of their investments.

The Defendants coordinated their activities. While O'Rourke engaged in efforts to promote the companies' stock to retail investors, Black coordinated the disposition of the shares the Defendants controlled into nominee brokerage accounts on which his name did not appear. He was then able to arrange the sale of those securities into the demand that had been created by O'Rourke's fraudulent promotional activities. Once the nominees had profitably sold the Defendants' securities, the Defendants orchestrated the process of funneling those proceeds back to corporate accounts controlled by Black and O'Rourke.

In addition, O'Rourke and Black schemed to disguise their control over at least one public company so that they could illegally sell the stock they controlled. This scheme enabled them to evade the market protections imposed by the federal securities laws that prevent people who control public companies from selling large blocks of their securities without registration, an applicable exemption from registration, or the selling limitations imposed by Commission Rule 144. *See* 17 C.F.R. § 240.144. Such registration requirements and sale restrictions are critical safeguards designed to inform investors about the nature of the stock they are holding or considering buying, and from whom they would be buying that stock.

A temporary restraining order prohibiting O'Rourke and Black from continuing to engage in these securities laws violations is warranted, including an order freezing money held in bank and brokerage accounts controlled by O'Rourke and Black.

BACKGROUND ON RELEVANT REQUIREMENTS FOR SELLING SECURITIES

A. Statutory Framework Concerning the Sale of Securities: Control Persons and Underwriters

Before stock can be sold to the public, the person issuing or selling the stock must either (a) register that stock with the Commission pursuant to Section 5 of the Securities Act of 1933 (the “Securities Act”); (b) rely on an exemption from registration; or (c) comply with the sale conditions outlined in Commission Rule 144, which provides a safe harbor for selling unregistered stock. *See* 15 U.S.C. §§ 77d, 77e; 17 C.F.R. § 230.144. Importantly, even if a public company registers its stock at the time the company issues the stock to investors, those investors *must* comply with the registration, exemption, or safe harbor rules before distributing (selling) that stock to other investors. *See, e.g.,* § 230.144 (preamble).

Without registration, an exemption or safe harbor must apply to the sale of unregistered stock before that stock can be sold. One such exemption is Section 4(a)(1) of the Securities Act, which exempts from registration the ordinary sale of stock, but explicitly **does not exempt** sales by “an issuer, **underwriter**, or dealer.” 15 U.S.C. § 77d(a)(1) (emphasis added). An “‘underwriter’ means any person who has purchased from an **issuer** with a view to, or offers or sells for an **issuer** in connection with, the distribution of any security.” 15 U.S.C. § 77b(a)(11) (emphasis added). The definition of an “‘issuer’ [includes] any person directly or indirectly controlling or controlled by the issuer.” *Id.* Simply put, an underwriter basically includes anyone who sells stock for a control person (i.e., an “issuer”). And an underwriter—and control persons selling stock through the underwriter—cannot rely on the Section 4(a)(1) exemption

from securities registration.¹

Commission Rule 144, however, provides a safe harbor to investors seeking to sell unregistered stock in the absence of an exemption. But Commission Rule 144 applies only if certain conditions are met. The conditions that trigger the applicability of Commission Rule 144 depend, in large part, on whether the stock in question would be sold for the account of an “affiliate.” An “affiliate” is a person in a relationship of control with an issuer and, for purposes of this memorandum, is synonymous with a “control person.” *See* 17 C.F.R. § 230.144(a)(1). When selling stock for the account of a control person—such as Black and O’Rourke as described in the Complaint—such sales are subject to strict limitations on the amount of stock that can be sold and have specific disclosure obligations. *See generally* C.F.R. § 230.144. In short, control persons cannot secretly dump unlimited quantities of stock into the securities markets.² *Id.*

B. Statutory Framework Concerning Issuers’ Disclosure Obligations

In addition to the foregoing, certain investors must disclose their control of more than 5% of an issuer’s outstanding shares. *See* 15 U.S.C. § 78m. Public companies who are required to file periodic reports with the Commission, including on Commission Form 10-K, must also

¹ There are other exemptions to securities registration, but none apply to the fact pattern set forth herein. The Commission highlights the Section 4(a)(1) exemption because it generally governs, and exempts from registration, the resale of stock in securities markets by typical investors.

² Specifically, if you are a control person, the number of securities you may sell during any three-month period cannot exceed 1% of the outstanding shares of the same class being sold. In at least one instance, the Defendants sold more than 1% of EnviroTechnologies International, Inc.’s issued and outstanding stock. *See* Donelan Dec. ¶31.

accurately disclose shareholders who own more than 5% of the company's outstanding shares.³ As described in the complaint, Black schemed to avoid detection as a 5% stock owner of at least one company by working with foreign asset managers and their nominee companies to divvy up the stock he controlled into less than 5% tranches distributed across a five nominees' accounts. For example, on or about April 12, 2017, EnviroTechnologies filed publicly an annual report for the year ended December 31, 2016. Black prepared the report. EnviroTechnologies International, Inc. ("EnviroTechnologies") disclosed certain control persons, but did not disclose Black or O'Rourke, or the companies through which they held stock, including Companies A through D. Through Companies A through D, the Defendants controlled more than 5% of EnviroTechnologies' issued stock. *See* Donelan Dec. ¶19.

STATEMENT OF FACTS

This case involves fraudulent schemes in which Defendants O'Rourke and Black repeatedly worked together to create investor demand for thinly-traded and low value securities of public companies (typically referred to as "microcap" or "penny" stocks) by making material misrepresentations about those securities and then selling the stock of those companies that they owned or controlled into that investor demand they had created. The investors who bought those shares at Defendants' urging lost their money while the Defendants profited handsomely. The allegations in this case focus on Black's and/or O'Rourke's activities relating to three particular

³ Although some publicly traded companies are not subject to these disclosure obligations because of their financial condition or number of shareholders, they can choose to voluntarily file Commission reports, which, in turn, must be accurate. *See Backman v. Polaroid Corp.*, 910 F.2d 10, 16 (1st Cir. 1990) ("even a voluntary disclosure of information that a reasonable investor would consider material must be 'complete and accurate'") (citation omitted).

companies: AV1 Group, Inc., (“AV1 Group”), EnviroTechnologies, and Cyberfort Software, Inc. (“Cyberfort”). Defendants’ conduct, however, was not limited to these three companies. *See* Donelan Dec. ¶¶34-37.

A. AV1 Group

Starting in May 2016, O’Rourke and Black coordinated their activities to create investor demand for the stock of AV1 Group, a microcap stock, so that Black could sell the large quantities of AV1 Group stock that he controlled to those investors. As the Defendants knew, or were reckless in not knowing, their conduct would cause AV1 Group’s stock price to increase and then to drop significantly when Black sold his large quantity of shares.

Between May 4 and May 6, 2016, O’Rourke, using the alias “Jonathan Banks,” solicited Investor No. 1 to buy AV1 Group stock during several telephone calls. *See* Donelan Decl.

¶10.a. O’Rourke made material misrepresentations to Investor No. 1 to get him to buy AV1 Group stock, including that the company was going to do an initial public offering (“IPO”), and that the IPO would be priced at \$1 per share, when he knew there would not be an IPO and that the trading at \$1 was being done by his and Black’s associates. *See id.* O’Rourke also misrepresented that he was looking out for Investor No. 1’s best interests when he was really looking out for Black’s best interest – to find buyers for the shares he knew Black wanted to sell. *See id.* On or about the same time that Investor No. 1 agreed to buy 30,000 shares of AV1 Group stock, Black began to dump his AV1 Group stock into the market. *See id.* at ¶¶11.a, 14, and 15 . The volume of AV1 Group stock traded on May 6, 2016 was a dramatic increase over the prior days. *See id.* at ¶11. Black sold about 800,000 of the about 1.5 million shares of AV1 Group that traded in the market on May 6, 2016. *See id.* at ¶¶ 11 and 15. Between May 7 and

May 18, 2016, Black sold approximately 400,000 additional shares of AV1 Group into the market, as O'Rourke was simultaneously promoting it and soliciting investors to buy it. *See id.* at ¶ 15.

By May 18, 2016, AV1 Group's stock price had begun to decline and O'Rourke engaged in manipulative trading to try to prop up the price of AV1 Group's stock, so that Black could continue to sell his shares for more money. *See id.* at ¶ 13. O'Rourke purchased stock between May 18 and June 27 in brokerage accounts under his control to create the artificial appearance of market demand for AV1 stock at increasing prices. *See id.* at ¶ 14. O'Rourke also sold AV1 Group stock while encouraging Investor No. 1 to buy more, without disclosing that he was doing so. *See id.* at ¶ 13.

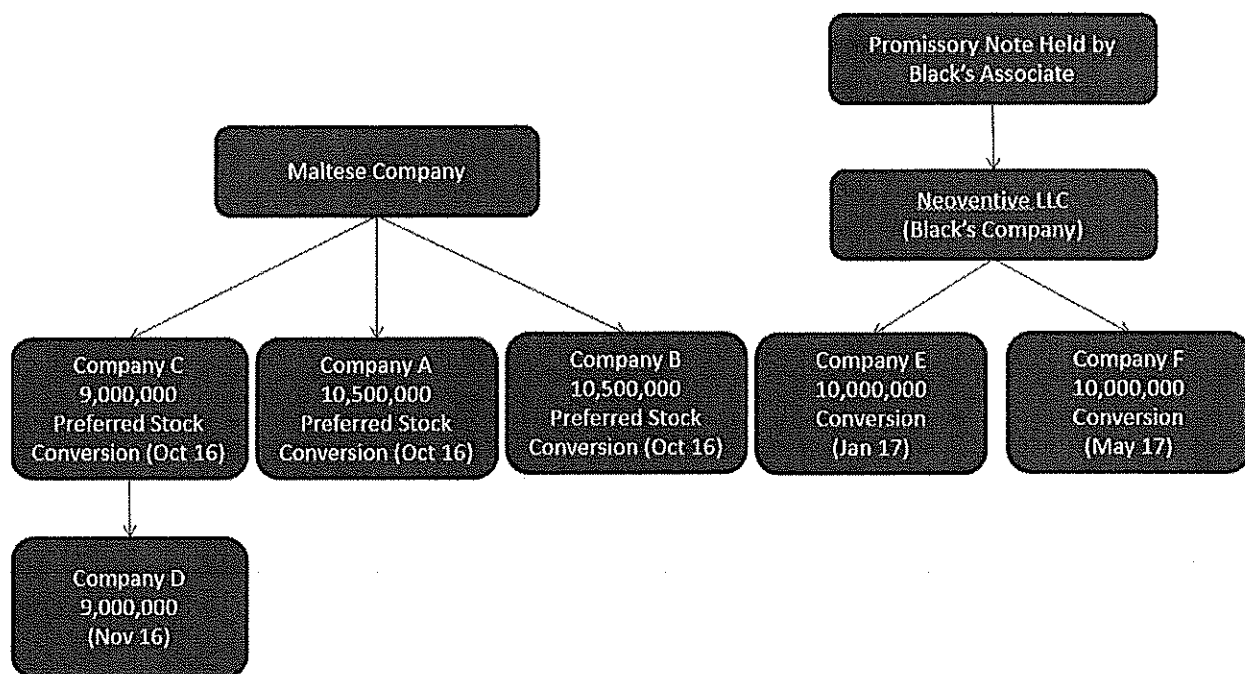
Overall, in May and June 2016, in coordination with O'Rourke's promotion and solicitation of prospective investors, Black sold approximately 2.7 million shares of AV1 Group stock for proceeds of about \$2.1 million. *See id.* at ¶ 14. Also, during this time of O'Rourke's promotion in May and June 2016, the daily volume of AV1 Group shares traded averaged 172,000 shares as compared to the average daily trading volume of 110 shares during the three months before May 2016. *See id.* at ¶10.c. Black shared the proceeds of his AV1 Group sales with O'Rourke by directly or indirectly, transferring approximately 40%, or \$834,666, to the bank account of a company controlled by O'Rourke named Tactical Holding Corp. *See id.* at ¶13. In contrast, Investor No. 1 spent about \$103,000 to invest in AV1 Group, which comprised his life savings. *See id.* at ¶ 13.

B. EnviroTechnologies

1. Black Controlled EnviroTechnologies' Business and Its Stock.

From 2010 until 2016, Black was the President and sole director of EnviroTechnologies, but in 2016, he stepped down from those formal roles (which the company was required to disclose to the market) and instead entered into a consulting agreement under which he continued to exercise control over the company's business and could direct its management and policies. *See id.* at ¶¶18, 20. As a result of that consulting agreement, an entity belonging to Black received 7 million shares of EnviroTechnologies common stock. *See id.* at ¶20.b.

Between 2014 and 2017, Black orchestrated a plan by which he caused EnviroTechnologies to give stock to entities he could direct and control but which would not appear publicly to be linked to him. *See id.* at ¶21. These transfers, which are detailed in the complaint and shown graphically in the diagram below, resulted in Black being able to direct the trading of 50 million shares of EnviroTechnologies' purportedly unrestricted common stock. *See id.* at ¶22.



Companies A – F, which ended up holding these 50 million shares by May 2017, were entities that did not appear in their corporate records to be owned or controlled by Black. *See id.* at ¶23. However, they were entities which had agreed to take direction, directly or indirectly, from Black and/or O’Rourke with respect to the trading of these EnviroTechnologies shares. These 50 million shares represented more than 94% of EnviroTechnologies’ purportedly unrestricted stock as of May 2017, and were approximately 22% percent of EnviroTechnologies’ issued and outstanding shares (this calculation includes the company’s restricted shares). *See id.* at ¶32.c.

2. Defendants Sold EnviroTechnologies Stock In Violation of the Federal Securities Laws.

Once Black had coordinated the dispersion of 50 million shares of unrestricted EnviroTechnologies stock into the apparently unrelated trading accounts of Companies A - F,

several of which were managed by entities referred to herein as “foreign asset managers,” the Defendants schemed to sell it to the market without making the required disclosures or following the limitations on the amount of stock that a company’s affiliates may sell. Between February and June 2017, the Defendants arranged for the foreign asset managers with whom they were working to sell EnviroTechnologies stock. *See id.* at ¶29. During that time, one foreign asset manager sold over 2.9 million shares of EnviroTechnologies stock on behalf Companies D and E for proceeds of approximately \$3.8 million, and a second foreign asset manager sold over 966,000 shares of EnviroTechnologies stock on behalf of Company F for proceeds of approximately \$295,000. *See id.*

These sales of EnviroTechnologies stock orchestrated by the Defendants were required to be, but were not, registered with the Commission. Securities Act §§ 5(a), (c) [15 U.S.C. § 77e]; *See Donelan Dec.* ¶31. Further, they did not fall into any of the exemptions to registration in Section 4 of the Securities Act and did not comply with the sale conditions outlined in Commission Rule 144, which provides a safe harbor for selling unregistered stock. *See* 15 U.S.C. § 77d; 17 C.F.R. § 230.144. Specifically, because Defendants controlled Envirotechnologies’ business and a significant percentage of its stock, *See Donelan Dec.* ¶23, Defendants were affiliates of EnviroTechnologies. Defendants fraudulently concealed their control over EnviroTechnologies stock to deceive investors about their true identity as the sellers behind the massive dump of EnviroTechnologies shares. In addition, over a three-month period, Defendants sold far more than the 1% of EnviroTechnologies stock that Commission Rule 144 permitted them to sell as its affiliates. *See id.* at ¶32.b.

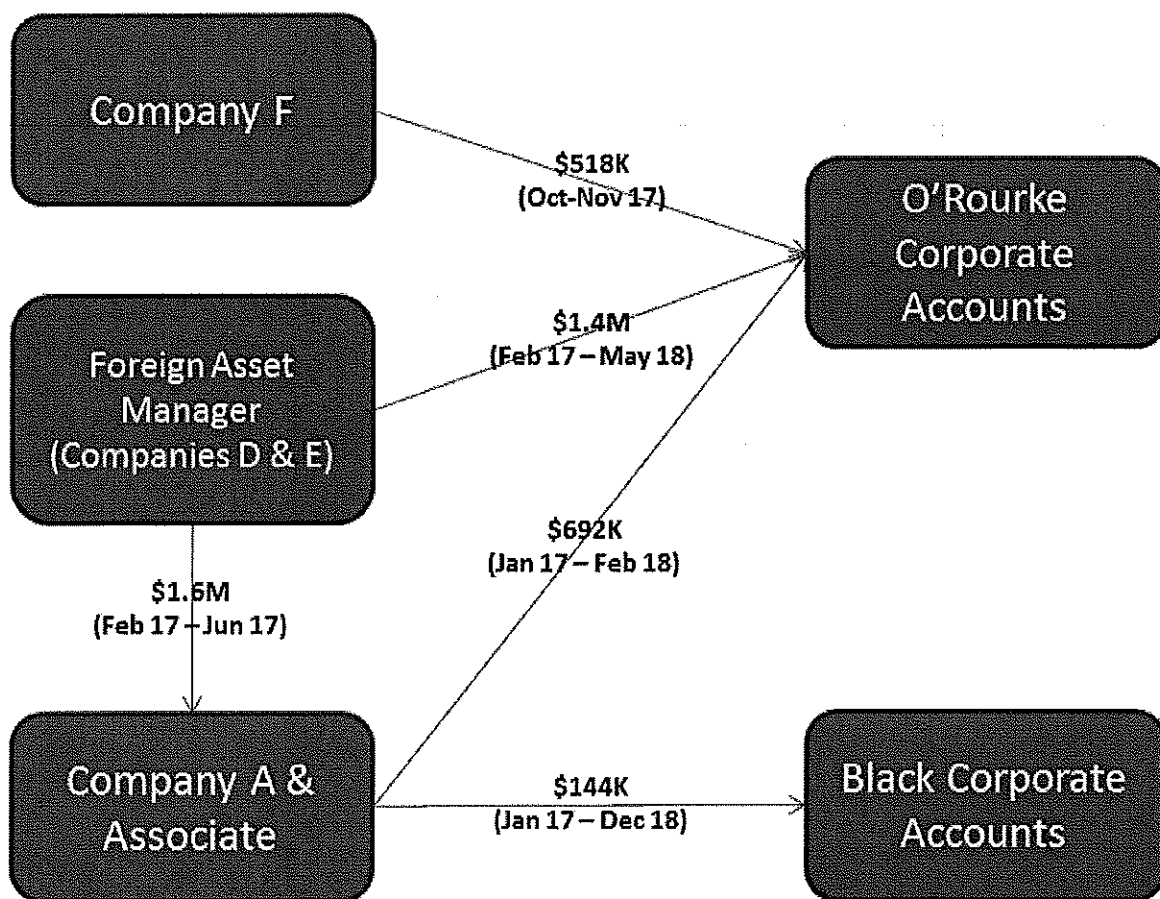
3. O'Rourke Promoted EnviroTechnologies and Defendants Dumped More of its Stock They Controlled.

Defendants resumed their efforts to dump EnviroTechnologies stock in 2018. In April 2018, O'Rourke solicited multiple investors to buy EnviroTechnologies stock. *See id.* at ¶25. His pitches to these investors were similar to the pitches he made to sell AV1 Group stock. He again used a false name, falsely pretended to be from a reputable and well-known securities firm, and falsely represented that EnviroTechnologies would be a profitable investment for them. O'Rourke also failed to disclose the material information that while he was encouraging these investors to buy EnviroTechnologies stock, the Defendants arranged to dump large quantities of that stock into the demand he was working to create. Together, Investor Nos. 2 and 3 bought approximately 159,728 shares of EnviroTechnologies stock at O'Rourke's urging during the time period from April 11 and May 16, 2018. *See id.* at ¶33. During the time period from July 1, 2017 and May 31, 2018, in coordination with O'Rourke's efforts to promote EnviroTechnologies stock to investors, the Defendants, directly or indirectly, sold approximately 924,000 shares of EnviroTechnologies for proceeds of approximately \$788,000. *See id.* at ¶29. While Defendants made \$788,000, Investor Nos. 2 and 3 lost approximately \$148,000 in realized and unrealized losses. *See id.* at ¶33.

4. Defendants Shared the Profits from Selling EnviroTechnologies Stock.

As they intended from the outset of their scheme, the Defendants shared the proceeds they generated from selling EnviroTechnologies stock in both 2017 and 2018. Donelan Dec. ¶29. For example, one of the foreign asset managers who sold EnviroTechnologies stock on behalf of Companies D and E transferred approximately \$1.4 million of sale proceeds to various

United States-based corporations controlled by O'Rourke. *See id.* at ¶30. In addition, Company A and its operator received at least \$1.6 million in sale proceeds from the foreign asset managers. *Id.* As the chart below (also contained in the Donelan Declaration) illustrates, the operator of Company A, in turn, transferred hundreds of thousands to corporate accounts held by O'Rourke and Black. And, Company F also transferred money to accounts controlled by O'Rourke at or about the same time that Company F sold EnviroTechnologies stock. *Id.*



C. Cyberfort

O'Rourke persuaded investors to purchase the stock of companies other than AV1 Group and EnviroTechnologies, including, but not limited to, the stock of Cyberfort. At or about that

time, O'Rourke began aggressively promoting Cyberfort to prospective investors. For example, in or about April 2018, O'Rourke called Investor No. 2 using the alias "Jonathan." O'Rourke falsely represented to Investor No. 2 that he worked for E*Trade—the brokerage firm at which Investor No. 2 held an account—and recommended that Investor No. 2 invest in Cyberfort. Investor No. 2 subsequently purchased approximately 116,000 shares of Cyberfort stock from July 2, 2018 through July 31, 2018. *See* Donelan Dec. ¶34.c.

In June 2018, O'Rourke contacted an individual identified herein as Investor No. 4 using the alias "Jonathan." O'Rourke represented to Investor No. 4, in substance, that Investor No. 4 would make a lot of money investing in Cyberfort, and falsely represented that Cyberfort would issue stock at \$13 per share (over six times the actual stock price at that time). On at least one occasion, O'Rourke falsely represented to Investor No. 4 that O'Rourke had personal knowledge that a large financial institution committed to investing millions of dollars in Cyberfort. Ultimately, Cyberfort never announced any such investment.

Based on O'Rourke's false and misleading representations, Investor No. 4 purchased over \$68,000 of Cyberfort's stock between approximately June 29, 2018 and August 10, 2018, at prices ranging from approximately \$1.55 to \$1.96 per share. *See* Donelan Dec. ¶34. Shortly after these purchases, the price of Cyberfort stock fell dramatically. Investor No. 4 subsequently sold his entire position for a loss of over \$63,000. *Id.*

In July 2018, O'Rourke contacted Investor No. 3 by telephone on several occasions and encouraged him to invest in Cyberfort. *See id.* at 34.a. O'Rourke knowingly, or recklessly, falsely claimed in these telephone conversations, among other things, that: Investor No. 3 would make money if he invested in Cyberfort stock; Investor No. 3 would receive Cyberfort warrants

after he purchased Cyberfort stock; O'Rourke believed that Cyberfort's stock price would increase by 100% to 120% in 60 days; and that Cyberfort—a company with little to no revenues—provided cybersecurity services for a number of large and well-known companies.

Investor No. 3 ultimately purchased approximately 110 shares of Cyberfort stock on or about August 8, 2018. *See id.* at 34.a.

ARGUMENT

I. DEFENDANTS SHOULD BE TEMPORARILY RESTRAINED AND PRELIMINARILY ENJOINED FROM FURTHER VIOLATIONS OF THE FEDERAL SECURITIES LAWS

As set forth above, the Defendants engaged in a fraudulent scheme by which they profited and caused substantial losses to retail investors including senior citizens. *See* Donelan Dec. ¶¶10.b, 26. To preserve the status quo and prevent Defendants from transferring assets overseas or otherwise dissipating them, the Court should issue a temporary restraining order freezing any assets in Defendants' bank and brokerage accounts and in the accounts of the corporate entities under their sole control.

A. The Court Should Grant Temporary Injunctive Relief In This Case.

The Court should grant temporary injunctive relief to prevent Defendants from continuing to violate the law while this action is pending. Courts shall enter a temporary restraining order or preliminary injunction in a Commission enforcement action “upon a proper showing” of federal securities law violations. *See* Securities Act § 20(b), 15 U.S.C. § 77t(b); Exchange Act § 21(d)(1), 15 U.S.C. § 78u(d)(1); *see also S.E.C. v. Cavanagh*, 155 F.3d 129, 132 (2d Cir. 1998) (“*Cavanagh I*”) (“A preliminary injunction enjoining violations of the securities laws is appropriate if the SEC makes a substantial showing of likelihood of success as to both a

current violation and the risk of repetition.”). Because the Commission is “not . . . an ordinary litigant, but . . . a statutory guardian charged with safeguarding the public interest in enforcing the securities laws[,]” its burden to secure temporary or preliminary relief is less than that of a private party. *S.E.C. v. Mgmt. Dynamics, Inc.*, 515 F.2d 801, 808 (2d Cir. 1975). It need not show irreparable injury, a balance of equities in its favor, or the unavailability of remedies at law. *Id.*; *Cavanagh I*, 155 F.3d at 132. Also, when considering an application for preliminary relief by the Commission, the Court has broad discretion to consider evidence by affidavit rather than live testimony. *See, e.g., S.E.C. v. Frank*, 388 F.2d 486, 490 (2d Cir. 1968); *S.E.C. v. Babikian*, No. 14 Civ. 1740, 2014 WL 2069348, at *2 (S.D.N.Y. Apr. 21, 2014).

The Commission meets that standard here. The Commission has made a substantial showing that Defendants have violated the antifraud provisions of the Securities Act and Exchange Act. The conduct underlying their violations has been repeated for years, involves the stock of multiple public companies, and preys on vulnerable individual and senior citizen investors. If a temporary restraining order is not entered, the Defendants’ scheme will likely ensnare new investors and result in additional losses to them and to existing investors.

B. Defendants Violated The Antifraud Provisions of the Securities Act and Exchange Act.

Section 10(b) of the Exchange Act makes it unlawful for any person “[t]o use or employ, in connection with the purchase or sale of any security . . . any manipulative or deceptive device or contrivance in contravention of such rules and regulations as the Commission may prescribe . . .” 15 U.S.C. § 78j(b). “Section 10(b) of the Exchange Act is designed to protect investors by serving as a ‘catchall provision’ which creates a cause of action for manipulative practices by

defendants acting in bad faith.” *In re Openwave Sys. Sec. Litig.*, 528 F. Supp. 2d 236, 249 (S.D.N.Y. 2007) (citing *Ernst & Ernst v. Hochfelder*, 425 U.S. 185, 206 (1976)). Rule 10b-5 implements Section 10(b) by making it unlawful:

- (a) To employ any device, scheme, or artifice to defraud;
- (b) To make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
- (c) To engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person, in connection with the purchase or sale of any security.

17 C.F.R. § 240.10b-5.

Similarly, Section 17(a) of the Securities Act makes it unlawful, in the offer or sale of securities:

- (1) To employ any device, scheme, or artifice to defraud; or
- (2) To obtain money or property by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (3) To engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

15 U.S.C. § 77q(a).

To establish primary liability under these antifraud provisions, the Commission must show that a defendant, acting with scienter, engaged in a fraudulent scheme or made material misrepresentations or omissions in connection with the offer, purchase, or sale of securities.

S.E.C. v. First Jersey Sec., Inc., 101 F.3d 1450, 1467 (2d Cir. 1996); *see also S.E.C. v. China Northeast Petroleum Holdings Ltd.*, 27 F. Supp. 3d 379, 387 (S.D.N.Y. 2014); *S.E.C. v.*

Monarch Funding Corp., 192 F.3d 295, 308 (2d Cir. 1999). Scheme liability exists where a defendant's conduct or role in an illegitimate transaction has the principal purpose and effect of creating a false appearance of fact in furtherance of the scheme. *See Lentell v. Merrill Lynch & Co.*, 396 F.3d, 161 (2d Cir. 2005). The Commission need not plead scienter for a claim under subsections (2) and (3) of Section 17(a), for which a showing of negligence is sufficient. *See Aaron v. S.E.C.*, 446 U.S. 680, 695-96 (1980); *S.E.C. v. Pentagon Capital Mgmt. PLC*, 725 F.3d 279, 285 (2d Cir. 2013). Unlike private litigants, "the SEC is not required to prove investor reliance, loss causation, or damages in an action for securities fraud," although, in this case, the evidence demonstrates that investors were, and would continue to be, significantly harmed. *S.E.C. v. Lee*, 720 F. Supp. 2d 305, 325 (S.D.N.Y. 2010).

The Commission has made a substantial showing that Defendants' conduct satisfies each of these elements.

C. The Commission Has Made a Substantial Showing that Defendants Violated the Antifraud Provisions of the Securities Laws.

1. Defendants Engaged in a Fraudulent Scheme and O'Rourke Made Material Misrepresentations and Omissions.

Defendants' fraudulent scheme to sell the securities of AV1 Group, EnviroTechnologies and Cyberfort involved their actions to create the appearance of numerous false facts, but primarily to convince potential investors that legitimate market demand and trading was driving the increased activity in these stocks when really that activity was driven by the Defendants' solicitations of investors and dumping into the market of shares they controlled. These activities violate Section 10(b) of the Exchange Act, Rules 10b-5(a) and (c) thereunder, and Sections 17(a)(1) and (3) of the Securities Act. The aspects of their scheme involving AV1 Group

included manipulating the stock price, and O'Rourke making direct misrepresentations to an investor to convince him to buy thousands of shares while Black was dumping the shares he controlled. With respect to EnviroTechnologies, Black and O'Rourke engaged in a scheme to disguise their control of the company's business and stock and to evade registration requirements and limitations on the amount of shares they could sell as affiliates. O'Rourke's material misrepresentations to investors furthered the Defendants' scheme by generating demand for EnviroTechnologies stock and by inducing retail investors to purchase its shares. Profits from the sales of EnviroTechnologies stock were then funneled back to O'Rourke and Black, through corporate accounts that they controlled. This conduct—soliciting investors to buy stock under false pretenses while they were the undisclosed sellers—is, by definition, a fraudulent scheme. *See China North East Petroleum*, 27 F. Supp. 3d at 392 (“core misconduct alleged by the SEC,” and actionable as a scheme, “is that defendants raised money under false pretenses and then channeled the proceeds to corporate insiders”); *United States v. Aloï*, 511 F.2d 585, 592 (2d Cir. 1975) (“Again, to summarize, what had started as an effort to raise money...had been taken over by [defendants] as a scheme to obtain money from the public via the sale of ... stock for their own use and purpose without disclosure of this fact to the purchasers.”).

In addition, O'Rourke violated Section 17(a)(2) of the Securities Act and Rule 10b-5(b) by making material misrepresentations to investors about AV1 Group, EnviroTechnologies, and Cyberfort stock. Misstatements and omissions are material if a substantial likelihood exists that a reasonable investor would consider the information important in making an investment decision. *See Basic Inc. v. Levinson*, 485 U.S. 224, 231-32 (1988). And, under Rule 10b-5(b), the Commission must prove that “the maker of a statement is the person or entity with ultimate

authority over how to communicate it.” *Janus Capital Group v. First Derivative Traders*, 564 U.S. 135, 142 (2011).

O’Rourke made numerous misrepresentations about his background, falsely claiming he was employed by well-known securities firms, and about the business prospects of AV1 Group, EnviroTechnologies and Cyberfort. These falsehoods were intended to convince retail investors to purchase the securities of those microcap companies. O’Rourke made these misrepresentations knowing that Black and he were planning to dump their large holdings of these stocks into the market, which would itself cause the price to fall, and knowing that its share prices were artificially inflated by O’Rourke’s solicitation campaigns and, in some instances, by their manipulative trading. O’Rourke profited from his misrepresentations to investors when he received millions of dollars that Black transferred to corporate accounts he controlled. *See S.E.C. v. One Wall Street, Inc.*, 2008 WL 5082294, at *1 (E.D.N.Y. 2008) (default judgment entered in case in which “defendants perpetrated a fraudulent scheme targeting senior citizens and inducing at least 64 investors to purchase One Wall Street stock on the basis of blatantly false representations”).

Given this evidence, the Commission is likely to succeed in proving that Defendants engaged in a fraudulent scheme and that O’Rourke materially misrepresented facts when soliciting investors.

2. Defendants Acted with Scienter.

Section 17(a)(1) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder require a showing that Defendants acted with scienter. Scienter is the “mental state embracing intent to deceive, manipulate or defraud.” *Ernst & Ernst v. Hochfelder*, 425

U.S. at 193 n.12. The law does not require direct evidence of scienter, rather “proof of scienter is often a matter of inference from circumstantial evidence.” *Herman & MacLean v. Huddleston*, 459 U.S. 375, 390 n.30 (1983). For claims under Section 17(a)(2) and (3), either scienter or negligence will suffice. *First Jersey Sec.*, 101 F.3d at 1467.

O’Rourke acted with scienter. For example, he used a false identity to call prospective investors to avoid detection and subsequent complaints, and he disguised his stock sales through foreign asset managers. In addition, O’Rourke told investors that he was working at well-known brokerage firms and induced them to invest in the companies he was touting by telling them they would make a lot of money. At the time he made these statements, O’Rourke clearly knew that they were false, and that investors would consider that information important when deciding to invest. Such knowingly false statements are strong evidence of scienter. *See, e.g., SEC v. Espuelas*, 698 F. Supp. 2d 415, 426 (S.D.N.Y. 2010) (“scienter may be established by facts that show ‘the defendants had both motive and opportunity to commit fraud’ or by facts that ‘constitute strong circumstantial evidence of conscious misbehavior or recklessness.’”) (citing *Acito v. IMCERA Group, Inc.*, 47 F.3d 47, 52 (2d Cir. 1995)).

Black, among other things, sold stock in coordination with O’Rourke’s material misrepresentations to investors (and then paid O’Rourke for his effort)s, and Black engaged in coordinated cross trades in exchange for a kickback.

The Commission has therefore presented sufficient evidence to show that it is likely to succeed in proving that Defendants acted with scienter.

3. Defendants' Fraud Was "In Connection With" the Purchase or Sale of Securities.

Defendants' conduct was clearly "in connection with the purchase or sale" of a security for Section 10(b) purposes and "in the offer or sale" of a security for Section 17(a) purposes. All of the conduct detailed above was undertaken to induce investors to purchase securities, which were being sold into the market by the Defendants, and thus easily meets the antifraud provisions' "in connection with" test. *See, e.g., S.E.C. v. Subaye, Inc.*, 2014 WL 448414, at*6 (S.D.N.Y. Feb. 4, 2014) ("[T]he phrase 'in connection with' is broadly construed The statement or omission need only be of a sort that would cause reasonable investors to rely thereon, and, in connection therewith, so relying, cause them to purchase or sell a corporation's securities.") (citation and internal quotation marks omitted); *S.E.C. v. Zandford*, 535 U.S. 813, 825 (2002) (fraudulent conduct occurs in connection with the purchase or sale of a security if transaction and conduct "coincide").

Therefore, the Commission has presented substantial evidence to show that it is likely to succeed in proving that Defendants' actions were sufficiently connected to securities transactions.

D. The Commission Has Made a Substantial Showing That Defendants Violated the Registration Provisions of the Securities Act.

Section 5(a) of the Securities Act prohibits the direct or indirect sale of securities through the mail or interstate commerce unless a registration statement has been filed and is in effect. Section 5(c) of the Securities Act prohibits the offer to sell securities through the mail or interstate commerce unless a registration statement has been filed. A *prima facie* showing of a Section 5(a) or 5(c) violation requires that: (1) no registration statement was filed or is in effect;

(2) the defendant directly or indirectly offered to sell the securities; and (3) the offer or sale was made in connection with the use of interstate communications. *See SEC v. Caledonian Bank, Ltd.*, 145 F. Supp. 3d 290, 305 (S.D.N.Y. 2015) (citing *SEC v. Cavanagh*, 445 F.3d 105, 111 n. 13 (2d Cir. 2006)).

Liability under Section 5 may extend to persons who “engaged in steps necessary to the distribution of [unregistered] security issues.” *SEC v. Chinese Consolidated Benevolent Ass’n*, 120 F.2d 738, 741 (2d Cir. 1941). Courts interpreting the “sale” element have concluded that it may be satisfied by a showing that a defendant was a “necessary participant” or a “substantial factor” in the unregistered sale or offer of sale. *See Zacharias v. SEC*, 569 F.3d 458, 464-66 (D.C. Cir. 2009) (applying “substantial factor” test); *see also SEC v. Murphy*, 626 F.2d 633, 649-52 (9th Cir. 1980); *SEC v. Holschuh*, 694 F.2d 130, 139-40 (7th Cir. 1982) (“[T]he relevant inquiry in an enforcement action is whether the evidence shows that the defendant was a substantial and necessary participant in the sales transactions.”). Section 5 violations are strict liability offenses and do not require proof of scienter. *See SEC v. Czarnik*, 2010 WL 4860678, at *11 (S.D.N.Y. Nov. 29, 2010).

With respect to at least EnviroTechnologies, there were no registration statements filed or effective for the offers and sales of that company’s stock, which was controlled by Black and O’Rourke. In the period immediately leading up to the unregistered offers and sales, Black exercised control over the business of EnviroTechnologies. In addition, at times when O’Rourke was promoting EnviroTechnologies securities, the Defendants had direct or indirect control over almost all of the company’s purportedly unrestricted stock and approximately 22% of the total issued and outstanding shares (including its restricted shares). *See Donelan Dec.* ¶32.c. Black

and O'Rourke were affiliates of EnviroTechnologies because they controlled its business and substantially all of its purportedly unrestricted shares that were available for sale in the U.S. markets. *See SEC v. Longfin Corp.*, 2018 WL 2041719 at *11 (S.D.N.Y. May 1, 2018).

Defendants were thus both “necessary participants” and “substantial factors” in the sale of the relevant securities. They were the undisclosed selling counterparties to the unwitting investors who purchased the shares of the companies that O'Rourke was touting.⁴ Without Defendants' scheme to dump the shares they controlled into the market that was fraudulently enhanced by both their manipulative trading and the hard-sell tactics of O'Rourke, there would have been far fewer shares available for sale. *See SEC v. Longfin Corp., et al.*, 18-cv-02977-DLC, Dkt. No. 52, at 30 (concluding that a jury would likely conclude a shareholder was a control person because of his “influence on and domination of the market for the company's shares”). Further, these transactions were in connection with the use of interstate communication because Black and O'Rourke had to contact the foreign asset managers to effectuate them. *See Donelan Dec.* ¶29.

Accordingly, the Commission has established a likelihood of proving that Defendants violated Sections 5(a) and (c) of the Securities Act.

E. Defendants Are Likely to Continue Their Illegal Conduct.

Defendants have engaged in their fraudulent scheme for many microcap public companies over the course of years. They repeat similar conduct over and over again, and have endeavored to convince vulnerable investors to liquidate their retirement savings on multiple

⁴ The requirement for a registration statement applies to each separate offer and sale of a security, not to the security itself; thus, “proper registration of a security at one stage does not necessarily suffice to register subsequent offers or sales of that security.” *SEC v. Universal Exp., Inc.*, 475 F. Supp. 2d 412, 422 (S.D.N.Y. 2007).

occasions without disclosing that they are dumping their own shares into that demand they are striving to create. Without temporary relief from the court, they are likely to continue to do so by soliciting investments, selling additional shares and reaping the profits of their fraud.

Given the likelihood of success by the Commission on the merits in this action, coupled with the very real risk of repeated violations, a temporary restraining order prohibiting Defendants from engaging in these securities laws violations is warranted.

II. THE COURT SHOULD ENTER A TEMPORARY RESTRAINING ORDER FREEZING THE ASSETS IN THE DEFENDANTS' BANK AND BROKERAGE ACCOUNTS AND PROHIBITING ANY OTHER TRANSFER OF ASSETS BY DEFENDANTS OR FOR THEIR BENEFIT.

To obtain an asset freeze, the Commission must show either (1) a likelihood of success on the merits; or (2) that an inference can be drawn that defendant has violated the federal securities laws. *Smith v. S.E.C.*, 653 F.3d 121, 128 (2d Cir. 2011). This is a lesser required showing than what is required for preliminary injunction. As discussed above, the Commission has made a showing of a likelihood of success on the merits in this matter.

An asset freeze is also appropriate in cases, such as this one, where there is a likelihood of remaining assets being dissipated. *See, e.g., S.E.C. v. Dubovoy*, No. 15-cv-6076, 2015 WL 6122261, at *3 (D.N.J. Oct. 16, 2015). “The purpose of . . . an asset freeze is to ensure that any funds that may become due can be collected.” *Smith*, 653 F.3d at 127 (internal quotation marks and citation omitted).

To date, the Commission has been able to identify approximately \$14.9 million in trading proceeds received by the Defendants or entities they control as the result of the trading described in the Complaint and similar trading through the foreign asset managers and Company A. *See*

Donelan Dec. ¶¶37-38. In addition, the Commission is aware of other microcap securities that have been promoted and sold by the Defendants, but has not been able to quantify the proceeds the Defendants have received from their conduct involving those other companies. *See id.*

Based on the trading proceeds that flowed to the Defendants, at this stage the Commission believes it may seek monetary judgments in excess of \$29 million. The banks and brokerage accounts held by O'Rourke and Black of which the Commission is aware do not hold assets in excess of \$29 million. As such, all accounts and other assets of Defendants, in whatever form they may exist, should be frozen, so "that any of the funds that may become due," such as disgorgement, civil penalty, and prejudgment interest, "can be collected." *See* 15 U.S.C. § 78u(d)(5), *S.E.C. v. Unifund SAL*, 910 F.2d 1028, 1041-42 (2d Cir. 1990) (holding that a freeze order on a brokerage account in an amount equal to the potential disgorgement and civil monetary penalty was appropriate relief); *S.E.C. v. Manor Nursing Ctrs., Inc.*, 458 F.2d 1082, 1105-06 (2d Cir. 1972); *S.E.C. v. Credit Bancorp Ltd.*, 2010 WL 768944, at *3 (S.D.N.Y. Mar. 8, 2010) ("The asset freeze in this case is necessary to avoid further depletion of funds pending a final judgment."); *see also Int'l Controls Corp. v. Vesco*, 490 F.2d 1334, 1347 (2d Cir. 1974); *First Jersey Sec.*, 101 F.3d at 1476.

III. THE COURT SHOULD GRANT ADDITIONAL RELIEF TO FACILITATE THE PRESERVATION OF INVESTOR ASSETS AND PROSECUTION OF THE CASE.

A. The Court Should Enter an Order to Repatriate Any Assets.

Courts may impose an order to repatriate funds transferred to foreign jurisdictions. The Commission is aware that O'Rourke holds or has held accounts at financial institutions in the Philippines and Singapore but has not yet been able to access all of the Defendants' personal

accounts (as opposed to the accounts of the corporate entities they owned and controlled). *See* Donelan Dec. ¶9.a. Further, O'Rourke has recently traveled abroad, including to the Philippines, so it is highly likely that he has established accounts in those jurisdictions. *See id.* at ¶9.b. As such, it is possible that amounts traceable to the fraud have been transferred overseas into both the known and unknown accounts. A repatriation order will further protect any funds from dissipation.

B. The Court Should Order an Accounting.

Courts may impose the equitable remedy of a sworn accounting to provide an accurate measure of unjust enrichment and Defendants' current financial resources. *See, e.g., Manor Nursing Ctrs.*, 458 F.2d at 1106 n.29; *S.E.C. v. Lybrand*, 2000 WL 913894, at *12 (S.D.N.Y. July 6, 2000); *S.E.C. v. Margolin*, 1992 WL 279735, at *7 (S.D.N.Y. Sept. 30, 1992); *S.E.C. v. Universal Consulting Resources LLC*, 2010 WL 4873733, at *4 (D. Colo. Nov. 23, 2010) (ordering defendants and relief defendants to provide a sworn accounting). An accounting is critical to determine the disposition and the amount of Defendants' assets, and the assets available for disgorgement and a civil penalty.

C. The Court Should Prohibit the Destruction of Documents.

The Court should enter an order prohibiting Defendants, or any of their agents, or anyone acting in concert with them, from destroying and altering documents to preserve as much of the evidence as possible given Defendants' potentially-continuing misconduct. *See, e.g., Lybrand*, 2000 WL 913894 at *12.

D. The Court Should Authorize Alternative Service of the Pleadings and Documents Relating To This Motion.

In addition to the means of service provided by the Federal Rules of Civil Procedure, the Commission asks the Court to authorize service of any Order issued by the Court in connection with this Application, as well as the papers on which the Order was granted, upon Defendants by email and by email or overnight delivery to the brokers and the banks with whom Defendants have the accounts the Commission seeks to freeze. These alternative means are calculated to provide notice of the Court's Order and the underlying documents and have been approved by courts in similar circumstances in other cases. *See SEC v. Chang*, No. 14 Civ. 4132, Docket No. 3 (S.D.N.Y. June 9, 2014) (approving service through email and service on broker) (Ramos, J.) (unpublished). *See also Unifund SAL*, 910 F.2d at 1033 (service on foreign investor was proper where the papers were delivered to investor's broker, which forwarded the papers to foreign country where they were received by the investor); *Babikian*, 2014 WL 2069348, at *1 (order noting that the Court had "permitted alternative service of process on [defendant] via email" for Canadian citizen whose whereabouts were unknown); *Fed. Trade Comm'n v. Pecon Software, Inc.*, No. 12 Civ. 7186, 2013 WL 4016272, at *5 (S.D.N.Y. Aug. 7, 2013) ("Service by email alone comports with due process where a plaintiff demonstrates that the email is likely to reach the defendant.") (citations omitted).

Because Defendants' bank and brokerage accounts remain active and they have trading and withdrawal authority in those account, transmission of the documents to the email address provided in the account opening documents and to the banks and brokerage firms is calculated to provide notice to the Defendants. In light of these facts, the Commission respectfully requests

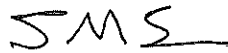
that the Court authorize the email as a means of service upon Defendants of the TRO application and supporting papers, including this Memorandum and any Order of the Court granting this application, as well as the Summons and Complaint in this action. This alternate method of service is tailored to the circumstances of the case and designed to give Defendants actual notice and a meaningful opportunity to respond to the Commission's application for a preliminary injunction.

CONCLUSION

For the foregoing reasons, and those set forth in the accompanying Declarations and Exhibits, the Commission respectfully requests that the Court issue the Temporary Restraining Order, Order Freezing Assets, and Order Granting Other Relief in the form of the Proposed Order submitted with this motion.

Respectfully submitted,

Date: July 17, 2019



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